

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

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In re:	)	Chapter 11 (Joint Administration)
SD-Charlotte, LLC, <i>et al.</i> <sup>1</sup>	)	Case No. 20-30149
Debtors.	)	
	)	
	)	

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**MOORE & VAN ALLEN PLLC'S FIRST INTERIM APPLICATION FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
PROFESSIONAL SERVICES RENDERED AS COUNSEL FOR THE DEBTORS FOR  
THE PERIOD FROM FEBRUARY 7, 2020, THROUGH MAY 31, 2020**

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Name of applicant:	<u>Moore &amp; Van Allen PLLC ("MVA")</u>
Authorized to provide professional services to:	<u>The debtors and debtors-in-possession in the above captioned chapter 11 cases (collectively, the "Debtors")</u>
Date of retention:	<u>Order entered February 18, 2020</u>
Period for which compensation and reimbursement is sought:	<u>February 7, 2020, through and including May 31, 2020</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$723,008.50</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$2,454.32</u>
Total amount of compensation and actual, reasonable, and necessary:	<u>\$725,462.82</u>

This is an X interim   final application.

This is the first interim fee application filed by MVA.

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<sup>1</sup> The Debtors, together with the last four digits of each Debtor's federal tax identification number, are: SD-Charlotte, LLC (7237); RTHT Investments, LLC (2540); SD Restaurant Group, LLC (0331); SD-Missouri, LLC (8294); and Southern Deli Holdings, LLC (9425).

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FOR THE WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

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In re:	)	Chapter 11 (Joint Administration)
	)	
SD-Charlotte, LLC, <i>et al.</i> , <sup>2</sup>	)	Case No. 20-30149
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**MOORE & VAN ALLEN PLLC'S FIRST INTERIM APPLICATION FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
PROFESSIONAL SERVICES RENDERED AS COUNSEL FOR THE DEBTORS FOR  
THE PERIOD FROM FEBRUARY 7, 2020, THROUGH MAY 31, 2020**

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Moore & Van Allen PLLC (“MVA”) submits this First Interim Application (the “Application”) for Allowance of Compensation and Reimbursement of Expenses for Professional Services Rendered as Counsel to the debtors and debtors-in-possession (the “Debtors”) in the above-captioned cases for the period from February 7, 2020 through May 31, 2020 (the “Interim Period”) pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* entered March 6, 2020 (the “Fee Procedure Order”)[Doc. No. 190].

By this Application, MVA hereby moves this Court for an order awarding it reasonable compensation for the Interim Period for professional legal services rendered to the Debtors in the amount of \$723,008.50 and reimbursement for actual and necessary expenses incurred in the

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<sup>2</sup> The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: SD-Charlotte, LLC (7237); RTHT Investments, LLC (2540); SD Restaurant Group, LLC (0331); SD-Missouri, LLC (8294); and Southern Deli Holdings, LLC (9425).

amount of \$2,454.32, for a total allowance of \$725,462.82. In support of this Application, MVA respectfully states as follows:

**I. BACKGROUND**

1. On February 7, 2020, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, commencing these cases (the “Chapter 11 Cases”).

2. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. §157(b)(2).

3. The Debtors are operating their business and managing their affairs as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

4. On February 13, 2020, the Debtors filed an application to retain MVA as Debtors’ counsel. The Debtors’ retention of MVA was approved by the *Order (I) Approving the Retention of Moore & Van Allen PLLC as Attorneys for Debtors and Debtors-in-Possession, Effective as of the Petition Date, and (II) Granting Related Relief*, entered February 18, 2020 [Docket No. 78].

5. Since the commencement of these Chapter 11 Cases, MVA has rendered extensive services on behalf of the Debtors which were invoiced to the Debtors with copies to the Notice Parties (as defined in the Fee Procedure Order) on March 20, 2020; April 20, 2020; and May 20, 2020; and June 19, 2020. Therefore, this Application includes the compensation MVA seeks for services provided to the Debtors during the Interim Period.

6. Pursuant to the Fee Procedure Order, professionals may request monthly compensation and reimbursement, with such requests to be served on the Notice Parties for review. If no objection to a professional’s request is received within 14 days of such request, the Debtors are authorized to pay 90 percent of the fees and 100 percent of the expenses requested.

The Fee Procedure Order also requires each retained professional to file, approximately every four months, an application for interim Court approval and allowance pursuant to section 331 of the Bankruptcy Code for 100 percent of the compensation and reimbursement expenses for the prior four months.

**II. COMPENSATION RECEIVED BY MVA DURING INTERIM PERIOD**

7. All services for which MVA seeks compensation were performed for or on behalf of the Debtors. During the Interim Period, MVA requested and received monthly payments from the Debtors pursuant to the Fee Procedure Order as follows:

Date of Request	Requested Fees	Requested Expenses	Payment Received	Holdback & Pending
20 MAR	\$188,874.00	\$816.32	\$170,802.92	\$18,887.40
20 APR	\$186,760.50	\$617.50	168,701.95	\$18,676.05
20 MAY	\$193,359.00	\$247.30	\$174,270.40	\$19,355.90
20 JUN	\$154,015.00	\$773.20	\$0	\$154,788.20
<b>TOTAL</b>	<b>\$723,008.50</b>	<b>\$2,454.32</b>	<b>\$513,775.27</b>	<b>\$211,707.55</b>

MVA's monthly fee requests were served upon the Notice Parties for review as directed by the Fee Procedure Order. None of the Notice Parties has objected to any of MVA's monthly fee requests. MVA is entitled to and requests compensation from the Debtors for the remaining outstanding fees and expenses totaling \$211,707.55.

8. There is no agreement or understanding between MVA and any other person (other than the members of MVA) for the sharing of compensation to be received for services rendered in these cases.

**III. SUMMARY OF SERVICES RENDERED BY MVA**

9. Attached hereto as Exhibit A is a schedule summarizing the professional services rendered to the Debtors by MVA by project category during the Interim Period. MVA has categorized its time by the project categories recommended by the Guidelines for Compensation

and Expense Reimbursement of Professionals (the “Compensation Guidelines”) as set forth in Appendix A to the Local Rules of the United States Bankruptcy Court for the Western District of North Carolina. These services included, among other things:

- (a) Asset Transactions;
- (b) Case Administration and Business Operations;
- (c) Financing and Relief from Stay Proceedings;
- (d) Fee Proceedings;
- (e) Plan and Disclosure Statement;
- (f) Claims Administration; and
- (g) Litigation.

10. The principal MVA attorneys who have rendered professional services to the Debtors during the Interim Period were Zachary H. Smith, James R. Langdon, Marcus S. Lee, Hillary B. Crabtree, Reid E. Dyer, Michael C. Tarwater, Gabriel L. Mathless, John T. Floyd, Julia May, Matthew K. Taylor, and Joanne Wu. Paralegal services were provided primarily by Muriel Powell. A summary of the professionals that have rendered services to the Debtors, which includes each professional’s hours billed, hourly rate, background and experience, is attached hereto as Exhibit B.

11. A summary of MVA’s out-of-pocket disbursements is attached hereto as Exhibit C.

12. Attached hereto as Exhibit D are MVA’s detailed invoices for the Interim Period. Invoices are provided for each month of the Interim Period and are divided by category of the task performed. To the extent that charges for services rendered or expenses incurred relate to the Interim Period but were not processed prior to the preparation of, or otherwise included in,

this Application, MVA reserves the right to request additional compensation for such services and reimbursement of such expenses in future applications.

**IV. DESCRIPTION OF SERVICES RENDERED DURING INTERIM PERIOD**

13. As Debtors' counsel, MVA has assisted the Debtors with a multitude of matters in these Chapter 11 Cases including, without limitation, general administration of the Chapter 11 Cases, negotiation and implementation of complex asset sales, litigation, analysis and resolution of claims, real estate issues, corporate law matters, tax matters, and plan and disclosure statement matters.

14. MVA grouped its services using the categories set forth below in accordance with the recommendation of the Compensation Guidelines. MVA attempted to place the services provided in the category that best related to such services. Because some services may overlap categories, services pertaining to one category may in fact be included in another category. The services provided are generally described below by category. A detailed description of the services provided is set forth in MVA's invoices attached hereto as Exhibit D.

**A. Asset Transactions**

15. During the Interim Period, MVA provided services related to the sale of the two main segments of the Debtors' business: the sale of their Sonic Drive-In franchises and related assets (the "Sonic Sale"), and the sale of the Debtors' MOD Pizza franchises and related assets (the "MOD Sale"), including:

- (a) advising the Debtors on all aspects of the aforementioned sale processes;
- (b) coordinating the sale processes with the Debtors and their retained investment banker;
- (c) assisting the Debtors with negotiations related to the Sonic Sale and the MOD Sale;

- (d) negotiating and drafting nondisclosure agreements with various potential buyers and sale parties;
- (e) negotiating and drafting stalking horse asset purchase agreements for the Sonic Sale and the MOD Sale;
- (f) negotiating and drafting bidding procedures, and motions for the approval of same, in relation to the Sonic Sale and the MOD Sale;
- (g) negotiating and drafting proposed bidding procedures orders for the Sonic Sale and MOD Sale;
- (h) negotiating and drafting a sale order for the Sonic Sale; and
- (i) assisting the Debtors in closing the Sonic Sale.

B. Case Administration and Business Operations

16. During the Interim Period, MVA provided legal advice and services related to numerous case administration issues and matters affecting the Debtors, including:

- (a) advising the Debtors concerning case strategy;
- (b) assisting the Debtors with respect to compliance with the Bankruptcy Administrator's operating guidelines and reporting requirements;
- (c) assisting and representing the Debtors in connection with the 341 meeting of creditors;
- (d) responding to inquiries from various creditors and parties-in-interest;
- (e) researching various legal issues affecting the administration of the Debtors' estates;
- (f) filing various notices, motions, agendas and orders;
- (g) assisting the Debtors with business operational issues impacted by the Chapter 11 Cases; and
- (h) coordinating critical dates, schedules and calendars and maintaining case and pleading files.

17. In addition, MVA negotiated, prepared, and filed numerous first-day motions, the Debtors' Schedules and Statements and periodic reports for subsidiaries, motions to extend the deadline to assume or reject leases, and motions for authorization to reject certain agreements.

C. Financing and Relief from Stay Proceedings

18. During the Interim Period, MVA provided legal advice and services related to securing and approving a debtor-in-possession financing facility and securing an order granting consensual use of cash collateral, including:

- (a) negotiating and drafting a motion to approve the debtor-in-possession financing facility;
- (b) negotiating the final order approving the debtor-in-possession financing facility; and
- (c) negotiating with the prepetition lender and the Creditors' Committee for the consensual use of cash collateral.

D. Fee Applications and Proceedings

19. MVA's services provided during the Interim Period under this category include the preparation of monthly compensation statements for MVA and assisting the Debtors' other professionals (as applicable) in the preparation of compensation reports. During the Interim Period, MVA also assisted the Debtors in reviewing and analyzing various professionals' monthly compensation requests circulated pursuant to the Fee Procedure Order.

E. Plan and Disclosure Statement

20. During the Interim Period, MVA prepared and filed a motion to extend the exclusive period for filing a plan of reorganization and for solicitation of votes, researched and analyzed the Debtors' options with regard to a plan of liquidation, corresponded via telephone conference and e-mails with various parties to negotiate the terms of chapter 11 plan of liquidation, and commenced drafting a chapter 11 plan of liquidation, a related disclosure statement, and a motion to approve the disclosure statement.

F. Claims Administration

21. During the Interim Period, MVA reviewed and analyzed various claims filed against the Debtors, performed research in connection with potential objections to certain claims, and coordinated with the Debtors' claims and noticing agent.

G. Litigation

22. During the Interim Period, MVA assisted the Debtors with drafting and filing a notice of suggestion of bankruptcy to be used in certain litigations pending against the Debtors as of the Petition Date, and assisted in the development of litigation strategies in relation to the Chapter 11 Cases, as needed.

**V. DESCRIPTION OF DISBURSEMENTS AND EXPENSES INCURRED DURING THE INTERIM PERIOD**

23. It is MVA's policy with respect to expenses to charge its clients in all areas of practice for expenses incurred in connection with each client's case. The expenses charged to clients include, among other things, filing and court fees, regular and express mail charges, special or hand delivery charges, document processing, travel expenses, expenses for "working meals," computerized research charges, and transcription costs, as well as non-ordinary overhead expenses such as secretarial overtime. MVA believes that failure to charge these expenses would require the firm to increase its current hourly rates.

24. MVA requests reimbursement for its actual and necessary expenses incurred during the Interim Period in the amount of \$2,454.32. A summary of the expenses incurred by MVA during the Interim Period is attached hereto as Exhibit C and a detailed breakdown of such expenses is provided in MVA's invoices attached hereto as Exhibit D. The expenses MVA incurred in the rendition of professional services were necessary and reasonable under the circumstances to serve the needs of the Debtors, their estates and creditors.

A. Copying and Print Services Charges

25. MVA customarily charges \$0.17 per page for copying expenses, \$0.12 per insert for tabs, \$2.00 per book for binding, and \$20.00 per hour for additional labor. MVA believes that these charges are reasonable and customary in the legal industry. These charges approximate MVA's direct costs and the reasonable allocation of overhead relating to these expenses.

26. In addition, MVA often utilizes outside copier services for high volume projects when feasible, and this Application seeks the recovery of those costs, if applicable.

B. Telephone Expenses

27. MVA customarily charges \$0.49 per minute for long distance telephone calls within the United States.

C. Delivery Costs

28. MVA requests reimbursement for amounts expended for U.S. mail delivery and courier services. On certain occasions, hand or overnight delivery of documents or other materials was required as a result of the time constraints inherent in bankruptcy cases. MVA has requested reimbursement only for its own costs of using such express and courier delivery services.

**VI. NOTICE**

29. MVA represents to the Court that it has served a copy of this Application with the attached exhibits and Notice of Opportunity for Hearing on the Bankruptcy Administrator, the Notice Parties (as defined in the Fee Procedure Order), and those persons who have formally appeared and requested service in this case pursuant to Bankruptcy Rule 2002.

**VII. CONCLUSION**

30. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, MVA respectfully submits that the amounts requested for compensation and expense reimbursement are fair and reasonable given (a) the complexity of the case; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under this title.

WHEREFORE, MVA respectfully requests that: (a) MVA be allowed (i) interim compensation of \$723,008.50 as reasonable, actual, and necessary professional services rendered by it on behalf of the Debtors during the Interim Period and (ii) interim reimbursement of expenses incurred during the Interim Period of \$2,454.32 as reasonable, actual, and necessary; (b) the Debtors be authorized and directed to pay to MVA the amount of \$211,707.55, which is equal to the sum of 100% of MVA's allowed expense reimbursement for the Interim Period less all previous payments received pursuant to the Fee Procedures Order; and (c) such other relief as is just and proper.

This the 19th day of June, 2020

**MOORE & VAN ALLEN PLLC**

/s/ Zachary H. Smith

Zachary H. Smith (NC Bar 48993)  
Hillary B. Crabtree (NC Bar 26500)  
James Langdon (NC Bar 23241)  
Julia A. May (NC Bar 50528)  
100 N. Tryon Street, Suite 4700  
Charlotte, NC 28202  
Telephone: (704) 331-1000  
Facsimile: (704) 339-5968  
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*Counsel to the Debtors and Debtors-In-Possession*

**EXHIBIT A**

**Categorization of Time by Project Categories**

<b>Category</b>	<b>Hours Billed</b>	<b>Amount Billed</b>
Asset Transactions	705.40	\$347,762.00
Case Administration and Business Operations	507.9 0	\$230,921.50
Financing and Relief from Stay Proceedings	132.30	\$76,662.50
Fee Proceedings	24.3 0	\$8,798.50
Plan and Disclosure	77.50	\$35,981.50
Claims Administration	33.30	\$16,840.50
Litigation	10.10	\$5,340.00
Other	2.60	\$702.00
<b>Grand Total</b>	<b>1,493.40</b>	<b>\$723,008.50</b>

**EXHIBIT B**

**Summary of Professionals**

<b>Name of Professional</b>	<b>Position</b>	<b>Hourly Rate</b>	<b>Total Hours</b>	<b>Total Amount</b>
Smith, Zachary H.	Member	775.00	198.00	\$ 153,450.00
Langdon, James R.	Member	735.00	87.80	\$ 64,533.00
Johnson, Daniel L	Member	685.00	1.30	\$ 890.50
Fisher, Robert A	Member	655.00	5.10	\$ 3,340.50
McGrath Jr., Peter J.	Member	595.00	0.80	\$ 476.00
Peralta, Paul J.	Member	585.00	3.30	\$ 1,930.50
Lee, Marcus S.	Member	575.00	23.80	\$ 13,685.00
Ghidina, Douglas R.	Member	565.00	1.70	\$ 960.50
Tyler, Scott M.	Member	560.00	0.20	\$ 112.00
Bowers, Robert C.	Member	550.00	8.00	\$ 4,400.00
Crabtree, Hillary B.	Member	505.00	414.20	\$ 209,171.00
Wheeler, David B.	Member	475.00	1.80	\$ 855.00
Floyd, John T.	Member	430.00	1.10	\$ 473.00
May, Julia Alexandra	Counsel	455.00	98.10	\$ 44,635.50
Richins, Cole B.	Counsel	450.00	13.90	\$ 6,255.00
Dyer, Reid E.	Counsel	325.00	182.30	\$ 59,247.50
Mathless, Gabriel L.	Associate	425.00	225.60	\$ 95,880.00
Taylor, Matthew K.	Associate	355.00	17.80	\$ 6,319.00
Tarwater Jr., Michael C.	Associate	350.00	25.30	\$ 8,855.00
Wu, Joanne	Associate	270.00	155.40	\$ 41,958.00
Amer, Allison H.	Paralegal	205.00	4.60	\$ 943.00
Powell, Muriel	Paralegal	200.00	19.00	\$ 3,800.00
Maday, Janet H.	Paralegal	195.00	4.30	\$ 838.50
<b>Grand Total</b>			<b>1,493.40</b>	<b>\$723,008.50</b>

**EXHIBIT C**

**Summary of Moore & Van Allen's Out-of-Pocket Disbursements**

Copying	\$ 72.52
Long-Distance Telephone	\$ 18.00
Computer Aided Research	\$ 1,938.80
Courier Services	\$ 42.00
Wire Transfer Fees	\$ 30.00
Transcript Costs	\$ 291.00
Filing fees	\$ 62.00
<b>Grand Total</b>	<b>\$ 2,454.32</b>

**EXHIBIT D**

**Detailed Invoices for Each Month of the Interim Period**



## INVOICE

**Moore & Van Allen PLLC**

Attorneys at Law

Suite 4700  
100 North Tryon Street  
Charlotte, NC 28202-4003

T 704 331 1000  
F 704 331 1159

SD-Charlotte, LLC et al.  
c/o Brian Rosenthal, Chief Restructuring Officer  
MERU  
1372 Peachtree St.  
Atlanta, GA 30309

Invoice 1041908  
Date 03/20/2020  
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File No. 037179.000025  
Re: Asset Transactions

Total Services:	\$96,542.50
Total Expenses:	\$47.72
Total This Matter:	<hr/> \$96,590.22

File No. 037179.000026  
Re: Case Administration and Business Operations

Total Services:	\$56,278.50
Total Expenses:	\$761.50
Total This Matter:	<hr/> \$57,040.00

File No. 037179.000027  
Re: Financing and Relief from Stay Proceedings

Total Services:	\$33,745.50
Total Expenses:	\$7.10
Total This Matter:	<hr/> \$33,752.60

File No. 037179.000031  
Re: Litigation

Total Services:	\$2,307.50
Total Expenses:	\$0.00
Total This Matter:	<hr/> \$2,307.50

**Total (100%) of Fees:** \$188,874.00

**90% of Total Fees:** \$169,986.60

**Total (100%) of Expenses:** \$816.32

**TOTAL AMOUNT DUE:** \$170,802.92

Please remit payments to:

**Lockbox:**

Moore & Van Allen PLLC  
PO Box 198743  
Atlanta, GA 30384-8743

**ACH:**

Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 053000196

**Wire:**

Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 026009593  
Swift: BOFAUS3N



mvalaw.com

## INVOICE

**Moore & Van Allen PLLC**

Attorneys at Law

Suite 4700  
 100 North Tryon Street  
 Charlotte, NC 28202-4003

T 704 331 1000  
 F 704 331 1159

Invoice  
 Date  
 Page

**1041908**  
 03/20/2020  
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**File No. 037179.000025****Re: Asset Transactions**

02/07/20	JRL	Correspondence with Bridge and Sonic representatives re: Final Term Sheet.	0.50	367.50
02/07/20	JRL	Correspondence re: sale timeline and related matters.	0.40	294.00
02/09/20	GLM	Correspondence with investment banker regarding call to discuss next steps.	0.10	42.50
02/09/20	ZHS	Emails K. Kobbe regarding call to discuss case status and potential bidder interest.	0.20	155.00
02/09/20	ZHS	Emails B. Rosenthal regarding potential expression of interest.	0.10	77.50
02/09/20	ZHS	Emails B. Rosenthal and M. Elliott regarding kick-off call with Peak.	0.20	155.00
02/09/20	JRL	Correspondence re: MOD Pizza Franchise transaction issues.	0.70	514.50
02/10/20	JXW	Assist with preparation for bidding procedures hearing, including preparation of binders, organization of documents, and related matters.	2.50	675.00
02/10/20	ZHS	t/c B. Rosenthal regarding party expressing potential interest in Fuzzy's.	0.20	155.00
02/10/20	ZHS	t/c B. Rosenthal and party expressing potential interest in Fuzzy's to explain the chapter 11 filing, status of Fuzzy's franchise agreement and leases, and next steps for submission of potential interest.	0.30	232.50
02/10/20	GLM	Correspondence regarding bidding procedures.	0.20	85.00
02/11/20	GLM	Correspondence regarding bidding procedures motion.	0.30	127.50
02/11/20	GLM	Correspondence regarding investment banker retention.	0.10	42.50

Please remit payments to:

**Lockbox:**

Moore & Van Allen PLLC  
 PO Box 198743  
 Atlanta, GA 30384-8743

**ACH:**

Moore & Van Allen PLLC  
 Bank: Bank of America  
 A/C #: 000001588755  
 ABA#: 053000196

**Wire:**

Moore & Van Allen PLLC  
 Bank: Bank of America  
 A/C #: 000001588755  
 ABA#: 026009593  
 Swift: BOFAUS3N

Invoice Date	1041908
Page	03/20/2020
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02/11/20	JRL	Correspondence re: sale issues.	0.60	441.00
02/12/20	GLM	Call with MOD Pizza regarding MOD sale process.	0.50	212.50
02/12/20	GLM	Revisions to bidding procedures motion.	0.80	340.00
02/12/20	GLM	Analysis of real property lease issues in connection with sale.	1.00	425.00
02/12/20	GLM	Correspondence regarding background facts for, and structure of bidding procedures motion.	0.40	170.00
02/12/20	GLM	Review and revise draft bidding procedures.	0.50	212.50
02/12/20	GLM	Correspondence with prospective purchasers of Sonic assets.	0.20	85.00
02/12/20	GLM	Correspondence regarding setting up, and populating data room.	0.20	85.00
02/12/20	HBC	Work on bid procedures motion and attachments.	2.10	1,060.50
02/12/20	JRL	Review bidding procedures documents.	1.20	882.00
02/12/20	JRL	Strategy communications regarding process for sales and timing of various dispositions.	0.40	294.00
02/12/20	JRL	Review SD 18 loan documents.	0.50	367.50
02/13/20	JXW	Draft, review, and revise notices for bidding procedures motion; discuss process with Hillary and Gabe.	3.10	837.00
02/13/20	JXW	Correspondence Z. Smith regarding sale hearing.	0.60	162.00
02/13/20	ZHS	emails G. Mathless regarding DLA draft of bidding procedures and next steps related to same.	0.20	155.00
02/13/20	ZHS	emails D. Simon regarding DLA draft of Sonic bidding procedures and circulation of same to counsel for Bridge.	0.10	77.50
02/13/20	MSL	Begin reviewing and commenting on SRI Operating Company Asset Purchase Agreement.	2.10	1,207.50
02/13/20	DRG	Analyze Itria transaction documents and Itria non-bankruptcy lawsuit in connection with preparation for Bidding Procedures and DIP hearings.	1.00	565.00
02/13/20	GLM	Review and revise draft bidding procedures.	2.00	850.00

Please remit payments to:

**Lockbox:**

Moore & Van Allen PLLC  
PO Box 198743  
Atlanta, GA 30384-8743

**ACH:**

Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 053000196

**Wire:**

Moore & Van Allen PLLC  
Bank: Bank of America  
A/C #: 000001588755  
ABA#: 026009593  
Swift: BOFAUS3N

Invoice Date	1041908
Page	03/20/2020
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02/13/20	GLM	Review and revise bidding procedures motion.	2.30	977.50
02/13/20	GLM	Call with H. Crabtree regarding bidding procedures motion.	0.20	85.00
02/13/20	GLM	Correspondence with Sonic counsel, MVA team regarding draft stalking horse APA.	0.20	85.00
02/13/20	HBC	Draft bid procedures motion and incorporate DLA bid procedures (4.0); t/c G. Mathless regarding same (.2).	4.20	2,121.00
02/13/20	JRL	Review bidding procedures, sale motion and proposed changes to both.	1.50	1,102.50
02/13/20	JRL	Review APA.	1.10	808.50
02/14/20	JXW	Draft, review, and revise motion for shortened notice and proposed order in relation to Bidding Procedures motion.	2.50	675.00
02/14/20	MSL	Review and revise draft of SRI Operating Company Asset Purchase Agreement.	6.20	3,565.00
02/14/20	DRG	Office conference regarding structure and terms of Itria transaction documents and litigation strategies in connection with preparation for Bidding Procedures and hearings.	0.70	395.50
02/14/20	GLM	Comment on bidding procedures order.	3.40	1,445.00
02/14/20	GLM	Correspondence regarding bidding procedures motion.	0.30	127.50
02/14/20	GLM	Communications regarding motion for shortened notice for bidding procedures.	0.20	85.00
02/14/20	GLM	Correspondence regarding potential purchaser requests.	0.20	85.00
02/14/20	GLM	Communications regarding investment banker engagement letter, application to retain same.	0.30	127.50
02/14/20	HBC	Draft bidding motion attachments.	2.60	1,313.00
02/14/20	HBC	Prepare detailed service memo for Stretto, in relation to Bidding Procedures Motion and related documents.	0.70	353.50
02/14/20	HBC	Call with Meru regarding sale process, potential purchaser.	1.10	555.50
02/15/20	GLM	Revisions to bidding procedures motion.	2.80	1,190.00
02/15/20	GLM	Correspondence regarding bid procedures motion, draft bid procedures.	0.50	212.50

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02/15/20	GLM	Review and revise bid procedures.	0.20	85.00
02/15/20	GLM	Further review and comment on revised draft bid procedures.	0.50	212.50
02/15/20	HBC	Review Sonic changes to bid procedures.	0.90	454.50
02/16/20	JXW	Research regarding case law related to bidding procedures.	0.50	135.00
02/16/20	ZHS	emails G. Mathless and J. Langdon regarding revisions to Bidding Procedures.	0.40	310.00
02/16/20	ZHS	review M. Lee comments to draft Sonic/Stalking Horse APA,.	0.60	465.00
02/16/20	ZHS	emails M. Lee, J. Langdon, H. Crabtree, and G. Mathless regarding Sonic Stalking Horse APA.	0.30	232.50
02/16/20	GLM	Revisions to draft bid procedures motion.	2.00	850.00
02/16/20	GLM	Comment on draft bid procedures.	0.60	255.00
02/16/20	GLM	Call with J. Langdon regarding bid procedures, motion.	0.30	127.50
02/16/20	GLM	Call with B. Rosenthal regarding bid procedures, motion.	0.30	127.50
02/16/20	GLM	Correspondence regarding bid procedures, motion.	0.50	212.50
02/16/20	HBC	Assist with bidding procedures motion, revisions to attachments to match revised bidding procedures comments.	1.50	757.50
02/17/20	ZHS	emails D. Simon regarding Stalking Horse Agreement.	0.20	155.00
02/17/20	ZHS	o/c G. Mathless regarding Stalking Horse Agreement revisions.	0.20	155.00
02/17/20	ZHS	t/c R. Fisher regarding tax review of Stalking Horse Agreement and relevant case background (.2); email G. Mathless regarding documents for R. Fisher review (.1).	0.30	232.50
02/17/20	ZHS	review and comment on DLA draft of Stalking Horse Agreement (1.0); emails G. Mathless regarding revisions to draft Stalking Horse Agreement (.4).	1.40	1,085.00
02/17/20	ZHS	email J. Langdon, H. Crabtree, and G. Mathless regarding revisions to Cure Cost language in DLA draft Stalking Horse Agreement.	0.10	77.50
02/17/20	ZHS	emails J. Langdon and G. Mathless regarding next steps with	0.20	155.00

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respect to Bidding Procedures and process with DLA regarding same.				
02/17/20	GLM	Call with Sonic and Bridge counsel regarding bidding procedures motion, order.	1.00	425.00
02/17/20	ZHS	emails G. Mathless, J. Langdon, and H. Crabtree regarding finalization of Sonic sale motion.	1.50	1,162.50
02/17/20	RAF	Office conference Z. Smith regarding background and representation (.2); review declaration; analyze structure; review materials regarding COD income and exclusions, all in relation to potential sale transaction.	2.50	1,637.50
02/17/20	GLM	Revise draft stalking horse asset purchase agreement.	5.40	2,295.00
02/17/20	GLM	Revisions to bidding procedures filing documents.	3.00	1,275.00
02/17/20	GLM	Correspondence with Sonic, Bridge, MVA team regarding bidding procedures filing.	1.00	425.00
02/17/20	HBC	Finalize forms of bidding and cure notice (.7), prepare motion for filing (.8), assist with motion to shorten and proposed order (1.0), comment on bidding motion and documents (1.0).	3.50	1,767.50
02/17/20	HBC	Gather names and information for Stretto for filing of Bidding Procedures motion and related documents.	1.50	757.50
02/17/20	HBC	Meeting with Meru to discuss sale timing, data room requirements and due diligence issues.	1.80	909.00
02/17/20	HBC	Review and revise motion to shorten notice in relation to Bidding Procedures hearing (.6); review notices in connection with same (.2).	0.80	404.00
02/18/20	GLM	Call with prospective purchaser, investment banker regarding Sonic sale.	0.60	255.00
02/18/20	ZHS	t/c potential bidder, M. Elliott (Peak), and J. Langdon regarding status of Sonic sale process.	0.50	387.50
02/18/20	CBR	Correspondence regarding lease rejection motion for Fuzzy's leases.	0.30	135.00
02/18/20	RAF	Review asset purchase agreement for Sonic locations; office conference regarding same; prepare comments to same.	2.10	1,375.50
02/18/20	MSL	Review and respond to Mr. Smith's email regarding NDA.	0.10	57.50

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02/18/20	GLM	Call with potential purchaser of Sonic assets.	0.50	212.50
02/18/20	GLM	Continue revising stalking horse asset purchase agreement.	1.40	595.00
02/18/20	GLM	Communications with MVA team, Sonic, Bridge, Itria, B. Rosenthal regarding terms of stalking horse asset purchase agreement.	0.80	340.00
02/18/20	GLM	Correspondence with H. Crabtree, Z. Smith regarding Fuzzy's notice information, leases.	0.20	85.00
02/18/20	GLM	Correspondence regarding form NDA for potential bidder.	0.20	85.00
02/18/20	HBC	Review and comment on APA.	1.60	808.00
02/18/20	HBC	Work with Stretto on notice matters in relation to sale process, upload notice of hearing and proposed shortened notice order.	1.30	656.50
02/19/20	CBR	Prepare proposed lease rejection order.	1.10	495.00
02/19/20	CBR	Modifications to proposed lease rejection order.	0.90	405.00
02/19/20	ZHS	emails G. Mathless and J. Langdon regarding NDA for potential bidders (.4); retrieve form of NDA and review same (.3); email G. Mathless and J. Wu regarding revisions to form of NDA (.1).	0.80	620.00
02/19/20	DLJ	Review and revise employee benefit and employment related provisions of draft stalking horse asset purchase agreement.	1.30	890.50
02/19/20	GLM	Communications regarding investment banker retention application.	0.20	85.00
02/19/20	GLM	Communications regarding form NDA for Sonic sale.	0.30	127.50
02/19/20	GLM	Revisions to draft stalking horse asset purchase agreement.	1.50	637.50
02/19/20	GLM	Communications with MVA team, B. Rosenthal, counsel to Sonic and Bridge regarding draft asset purchase agreement.	1.00	425.00
02/19/20	HBC	Review APA (.6), review and discuss due diligence list (1.0).	1.60	808.00
02/20/20	JXW	Draft form NDA for potential bidders; incorporate revisions.	1.50	405.00
02/20/20	CBR	Correspondence with Linda Simpson regarding response to motion to reject Fuzzy leases.	0.20	90.00

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02/20/20	CBR	Review landlord's response to motion to reject Fuzzy's lease.	0.20	90.00
02/20/20	RAF	Review DLA changes to the asset purchase agreement for the Sonic locations; office conference regarding same.	0.50	327.50
02/20/20	MSL	Review changes to purchase agreement; email Mr. Mathless my comments to same; call with Mr. Mathless regarding same.	1.60	920.00
02/20/20	MCT	Review diligence received during APA process and respond to Ryan Mitchell's request.	1.60	560.00
02/20/20	GLM	Revisions to draft stalking horse purchase agreement.	2.00	850.00
02/20/20	GLM	Communications regarding Peak retention application.	0.50	212.50
02/20/20	GLM	Comment on draft potential bidder non-disclosure agreement.	0.80	340.00
02/20/20	GLM	Communications regarding landlord comments to bidding procedures.	0.20	85.00
02/20/20	GLM	Communications regarding draft stalking horse asset purchase agreement.	1.70	722.50
02/21/20	JXW	Prepare notice of supplement APA for filing.	0.90	243.00
02/21/20	JXW	Compile and file APA and notice of supplement to APA.	0.50	135.00
02/21/20	MSL	Review and respond to Mr. Mathless' email regarding purchase agreement; review NDA to be entered into with potential bidder.	0.80	460.00
02/21/20	JRL	Conference call re: APA.	1.20	882.00
02/21/20	JRL	Correspondence re: Peak retention issues.	0.20	147.00
02/21/20	JRL	Correspondence re: motion to shorten time for hearing on Peak application.	0.20	147.00
02/21/20	JRL	Review changes to the APA.	0.20	147.00
02/21/20	JRL	Review supplement to Bid Procedures motion.	0.20	147.00
02/21/20	HBC	Review comments to APA.	0.40	202.00
02/21/20	HBC	Assist with due diligence request in relation to sale process.	1.40	707.00

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02/21/20	GLM	Call with counsel to Sonic, Bridge regarding stalking horse asset purchase agreement.	1.20	510.00
02/21/20	GLM	Revisions to stalking horse asset purchase agreement.	2.30	977.50
02/21/20	GLM	Prepare for call with Sonic, Bridge regarding asset purchase agreement.	0.40	170.00
02/21/20	GLM	Revisions to potential bidder NDA.	0.40	170.00
02/21/20	GLM	Correspondence regarding potential bidder non-disclosure agreement.	0.40	170.00
02/21/20	GLM	Communications regarding stalking horse asset purchase agreement, filing same.	1.50	637.50
02/21/20	GLM	Communications with J. Wu, C. Richins regarding peak retention application.	0.40	170.00
02/21/20	GLM	Comment on Peak retention application.	0.20	85.00
02/21/20	PJM	Review and revise environmental provisions in draf APA.	0.80	476.00
02/22/20	GLM	Communications regarding potential bidder NDA.	0.20	85.00
02/22/20	GLM	Correspondence regarding investment banker retention.	0.10	42.50
02/23/20	GLM	Correspondence with potential bidder regarding NDA.	0.10	42.50
02/24/20	JRL	Review APA regarding population of schedules.	0.50	367.50
02/24/20	MCT	Office conference regarding schedules to APA.	0.20	70.00
02/24/20	GLM	Comment on notice of hearing for Peak retention.	0.20	85.00
02/24/20	ZHS	review and respond to numerous emails regarding revisions to Bidding Procedures, Bidding Procedures Order, Stalking Horse Agreement, and NDA's.	1.50	1,162.50
02/24/20	ZHS	emails MERU regarding APA disclosure schedules.	0.60	465.00
02/25/20	JXW	Teleconference with Linda Simpson regarding rejection of leases motion.	0.30	81.00
02/25/20	RED	Review and revise bid procedures order, bid procedures, and assumption/assignment procedures.	4.40	1,430.00

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02/25/20	GLM	Attend to bidding procedures comments.	0.30	127.50
02/25/20	GLM	Correspondence regarding comments to bidding procedures.	0.40	170.00
02/25/20	GLM	Communications regarding potential bidder comments to NDA.	0.30	127.50
02/25/20	JRL	Correspondence and calls re: comments to bid procedures and bid procedures order (.7), review confidentiality agreement (.3), correspondence re: compilation of MOD Pizza documents (.3), Review APA (.5), Correspondence re: establishment of data room and population of same (.4), correspondence re: potential bidders (.4).	2.60	1,911.00
02/26/20	JXW	Revise stipulations to extend objection deadline for DIP motion (1.0); prepare and file stipulations (.5).	1.50	405.00
02/26/20	RED	Review creditor comments to bid procedures order and bid procedures and revise same.	3.00	975.00
02/26/20	MSL	Review changes to NDAs from two bidders and email Mr. Smith my comments regarding same.	0.50	287.50
02/26/20	GLM	Correspondence regarding potential bidder comments to NDA.	0.20	85.00
02/26/20	GLM	Analysis of landlord comments to bidding procedures documents.	1.00	425.00
02/26/20	JRL	Correspondence re: NDA changes (.4), Review Bid Procedures comments from NRP (.3).	0.70	514.50
02/26/20	ZHS	emails Peak regarding NDA comments (.6); emails M. Lee and G. Mathless regarding same (.3).	0.90	697.50
02/26/20	ZHS	review and respond to numerous emails regarding revisions to Bidding Procedures, Bidding Procedures Order, Stalking Horse Agreement, and NDA's.	1.80	1,395.00
02/27/20	GLM	Office conference with J. Langdon regarding comments to bidding procedures.	0.70	297.50
02/27/20	GLM	Call with NRP counsel regarding bidding procedures comments.	1.00	425.00
02/27/20	RED	Review creditors committee comments to bidding procedures and bid procedures order and revise to incorporate same.	2.30	747.50

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02/27/20	HBC	Assist with comments on bid procedures.	0.60	303.00
02/27/20	JRL	Review revised bid procedures documents and bid procedures order (1.1), Correspondence re: schedules and status of same (.5), correspondence re: NDA issues (.4).	2.00	1,470.00
02/27/20	GLM	Correspondence with MERU and DLA regarding dataroom status.	0.20	85.00
02/27/20	GLM	Correspondence with Committee, Sonic, Bridge, Itria regarding objection deadline extensions.	0.50	212.50
02/27/20	GLM	Attend to stipulations for extending deadlines to object.	0.50	212.50
02/27/20	GLM	Correspondence with NRP counsel regarding bidding procedures, objection deadline extension.	0.20	85.00
02/27/20	GLM	Revisions to bidding procedures documents.	2.70	1,147.50
02/27/20	GLM	Correspondence with MVA team regarding WARN Act analysis in relation to certain terms of the APA.	0.30	127.50
02/27/20	GLM	Analysis of committee comments to draft APA.	0.20	85.00
02/27/20	GLM	Correspondence with MVA team, B. Rosenthal regarding timing for bidding procedures, DIP hearings.	0.30	127.50
02/27/20	ZHS	numerous emails Pachulski, DLA, Bridge, G. Mathless, and J. Langdon regarding Bidding Procedures, Stalking Horse APA, and Bidding Procedures Order (1.8); review revised Bidding Procedures, Stalking Horse APA, and Bidding Procedures Order (.7).	2.50	1,937.50
02/27/20	ZHS	emails with potential bidder regarding NDA (.3); email J. Langdon and Peak regarding same (.3).	0.60	465.00
02/28/20	GLM	Call with counsel to NRP re bidding procedures.	0.50	212.50
02/28/20	HBC	Review WARN issues and other employee matters in relation to APA.	0.60	303.00
02/28/20	HBC	Review committee comments to APA.	0.70	353.50
02/28/20	MSL	Review changes to form asset purchase agreement and email Mr. Smith regarding same.	0.40	230.00
02/28/20	PJP	Analyze asset purchase agreement for employment issues and forward comments to counsel regarding same.	1.50	877.50

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02/28/20	MCT	Review APA changes.	0.50	175.00
02/28/20	JRL	Correspondence re: call with DLA (.2), Review schedules and correspondence re: same (.9), Correspondence re: WARN Act issues (.5), Review Bid Procedures comments from Committee and NRP and correspondence re: same (1.1), and review and correspond re: Itria objection to Bid Procedures. (.5),.	3.20	2,352.00
02/28/20	GLM	Revisions to stalking horse apa.	0.40	170.00
02/28/20	GLM	Correspondence with MVA team regarding WARN Act issues in connection with draft APA.	0.20	85.00
02/28/20	GLM	Communications with M. Hager regarding bidding procedures documents.	0.40	170.00
02/28/20	GLM	Review Itria objection to bidding procedures.	0.40	170.00
02/28/20	GLM	Communications with Sonic, Bridge, Committee regarding bidding procedures, hearing adjournment.	0.60	255.00
02/28/20	ZHS	review Itria objection to bidding procedures (.5); emails DLA, Pachulski, and Bridge regarding same (.7); emails G. Mathless and J. Langdon regarding same (.6).	1.80	1,395.00
02/28/20	ZHS	review revised Stalking Horse APA.	0.80	620.00
02/28/20	ZHS	review and respond to numerous emails regarding Stalking Horse APA, Bidding Procedures, Bidding Procedures Order, and next steps related to same.	1.40	1,085.00
02/29/20	ZHS	numerous emails J. Langdon, G. Mathless, B. Rosenthal, M. Elliott, D. Bagley, and R. Dyer regarding preparation and strategy for bidding procedures hearing.	4.20	3,255.00
02/29/20	ZHS	emails J. Floyd regarding litigation assistance in connection with bidding procedures hearing.	0.30	232.50
02/29/20	JRL	Correspondence with Mr. Smith and Mr. Rosenthal re: Peak representation at hearing.	0.50	367.50
02/29/20	JRL	Correspondence with Mr. Smith re: Itria objection.	0.30	220.50
02/29/20	JRL	Correspondence with Mr. Corbi re: NDA issues.	0.30	220.50
02/29/20	GLM	Analysis attendant to responding to Itria bidding procedures	1.50	637.50

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objection.

**Total Services:** **186.40** **\$96,542.50**

<i>Daniel L. Johnson</i>	1.30	hours at	685.00	=	\$890.50
<i>Paul J. Peralta</i>	1.50	hours at	585.00	=	\$877.50
<i>Marcus S. Lee</i>	11.70	hours at	575.00	=	\$6,727.50
<i>Zachary H. Smith</i>	24.20	hours at	775.00	=	\$18,755.00
<i>Peter J. McGrath</i>	0.80	hours at	595.00	=	\$476.00
<i>Douglas R. Ghidina</i>	1.70	hours at	565.00	=	\$960.50
<i>Hillary B. Crabtree</i>	28.90	hours at	505.00	=	\$14,594.50
<i>James R. Langdon</i>	19.00	hours at	735.00	=	\$13,965.00
<i>Reid E. Dyer</i>	9.70	hours at	325.00	=	\$3,152.50
<i>Michael C. Tarwater</i>	2.30	hours at	350.00	=	\$805.00
<i>Cole B. Richins</i>	2.70	hours at	450.00	=	\$1,215.00
<i>Gabriel L. Mathless</i>	63.60	hours at	425.00	=	\$27,030.00
<i>Robert A. Fisher</i>	5.10	hours at	655.00	=	\$3,340.50
<i>Joanne Wu</i>	13.90	hours at	270.00	=	\$3,753.00

*Total (100%) of Fees* **96,542.50**

*90% of Total Fees* **86,888.25**

Copying **8.47**

Wire Transfer Fee **15.00**

Filing fees **0.00**

Transcript Costs - VENDOR: Gabriel Mathless INVOICE#: 4030842602272043 DATE: 2/27/2020 MATHLESS, G - Reimbursement for the remaining balance for the transcript of the first day hearing. - 02/25/20 **24.25**

**Total Expenses:** **47.72**

**TOTAL AMOUNT DUE:** **\$86,935.92**

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**File No. 037179.000026**

**Re: Case Administration and Business Operations**

02/07/20	GLM	Finalize first day declaration.	2.00	850.00
02/07/20	GLM	Communications with counsel for Itria, Sonic and Bridge regarding case filing, pleadings.	0.50	212.50
02/07/20	GLM	Office communications with Z. Smith regarding filing first day pleadings.	0.50	212.50
02/07/20	HBC	Finalize and file employee motion.	0.90	454.50
02/07/20	HBC	Finalize and file insurance motion.	0.80	404.00
02/07/20	HBC	Finalize and file utilities motion.	0.90	454.50
02/07/20	HBC	Prepare and file ex parte motions.	1.80	909.00
02/07/20	HBC	Prepare and coordinate notices and binders.	1.10	555.50
02/07/20	HBC	Finalize and file Stretto engagement.	0.50	252.50
02/07/20	HBC	Work on first day matters (1.3);, coordination with the Bankruptcy administrator to deliver insurance and bank information (.3).	1.60	808.00
02/07/20	ZHS	Numerous emails and follow-up B. Rosenthal, H. Crabtree, J. Langdon, G. Mathless, and J. Wu, regarding first-day hearing preparation.	2.60	2,015.00
02/08/20	GLM	Correspondence with J. Langdon, Z. Smith, J. Wu regarding opening statement for first day hearing.	0.20	85.00
02/08/20	HBC	Numerous calls on post-filing matters (1.6); coordinate with Stretto on first day filings (.8).	2.40	1,212.00
02/08/20	ZHS	Emails J. Wu, G. Mathless, J. Langdon, and H. Crabtree regarding outline for first-day hearing.	0.70	542.50
02/08/20	ZHS	Review draft outline for first-day hearing.	0.20	155.00
02/09/20	GLM	Revise opening statement for first day hearing.	2.50	1,062.50
02/09/20	ZHS	Emails J. Wu and H. Crabtree regarding outline for first-day hearing.	0.30	232.50
02/09/20	ZHS	Email from/to D. Simon regarding coordination with Bankruptcy Administrator.	0.20	155.00
02/09/20	ZHS	Emails H. Crabtree and J. Wu regarding NextGen and filing	0.60	465.00

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registrations.

02/09/20	ZHS	Emails J. Wu regarding task list.	0.20	155.00
02/09/20	ZHS	Emails C. Richins and J. Wu regarding MERU retention.	0.20	155.00
02/09/20	ZHS	Review revised draft of MERU retention.	0.40	310.00
02/09/20	ZHS	Preparation for first-day hearing.	1.50	1,162.50
02/10/20	JXW	File amended motion for joint administration.	0.30	81.00
02/10/20	ZHS	retrieve Itria/Bridge/Doordash correspondence, and email B. Rosenthal regarding same for purposes of potential letter to Doordash seeking release of property of the estate.	0.20	155.00
02/11/20	JXW	Draft/set up interim compensation motion.	0.40	108.00
02/11/20	JXW	Attention to correspondence regarding wiring instructions/funding request as well as investment banker retention application; update task list.	1.20	324.00
02/11/20	HBC	Prepare and file joint administration order.	0.30	151.50
02/11/20	HBC	Respond to questions from bankruptcy administrator, forward insurance documentation.	0.40	202.00
02/11/20	HBC	Prepare and file case administration order.	0.20	101.00
02/11/20	HBC	Call with Bank of America on bank account matters and cash collateral order.	0.20	101.00
02/11/20	HBC	Work with CRO on post-bankruptcy operations.	1.50	757.50
02/11/20	CBR	Work on MERU retention application.	1.00	450.00
02/11/20	JXW	Coordinate B. Rosenthal execution of loan notice (1.0); confirm wire instructions with MERU and Sonic (.5); attend to and deliver W-9.	2.70	729.00
02/11/20	JXW	Assist in drafting CRO/Meru retention application.	0.90	243.00
02/11/20	CBR	Correspondence regarding MERU retention application.	0.30	135.00
02/11/20	GLM	Correspondence regarding MCA agreements.	0.10	42.50
02/12/20	JXW	Attention to correspondence regarding potential interested buyer and research required for CRO retention application;	1.70	459.00

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enter in dates for Debtors' case calendar.

02/12/20	JXW	Research case law for CRO retention application.	1.70	459.00
02/12/20	CBR	Analysis of legal authorities regarding CRO retention.	0.90	405.00
02/12/20	CBR	Work on MERU retention application.	0.90	405.00
02/12/20	GLM	Order transcript of first day hearing.	0.20	85.00
02/13/20	ZHS	emails B. Rosenthal regarding preparation of draft wind-down budget and related claim estimates.	0.20	155.00
02/13/20	CBR	Work on MERU retention application.	2.90	1,305.00
02/13/20	DBW	Emails H. Crabtree regarding retention application.	0.50	237.50
02/13/20	DBW	Legal research regarding additional case law to cite in retention application.	0.50	237.50
02/13/20	GLM	Correspondence with M. Powell, Z. Smith regarding ordering first day transcript.	0.20	85.00
02/13/20	GLM	Correspondence with H. Crabtree, J. Wu, Z. Smith regarding case deadlines.	0.10	42.50
02/13/20	GLM	Correspondence regarding retention applications.	0.20	85.00
02/13/20	MP	Multiple E-mails with court reporter regarding hearing transcript.	0.40	80.00
02/13/20	MP	Interoffice regarding first day hearing transcript.	0.30	60.00
02/13/20	MP	Telephone conferences with Bankruptcy Court regarding request for hearing transcript.	0.20	40.00
02/13/20	MP	Interoffice regarding banking statements.	0.30	60.00
02/14/20	JXW	Identify key case dates and create memo/set up calendar reminders (2.0); update task list (.2).	2.20	594.00
02/14/20	JXW	Correspondence C. Richins regarding MERU retention application.	1.70	459.00
02/14/20	JXW	Coordination meeting regarding retention applications (.6); follow-up from same (.4).	1.00	270.00
02/14/20	CBR	Modifications to Peak Franchise engagement letter;	0.40	180.00

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correspondence regarding the same.

02/14/20	GLM	Office conference regarding case planning, process.	0.50	212.50
02/14/20	MP	Analyze banking statements to identify specific deposits in preparation of communication with client.	2.10	420.00
02/14/20	MP	Prepare summary relating to identified banking deposits.	0.50	100.00
02/14/20	HBC	Assist with investment banker retention application.	0.60	303.00
02/14/20	HBC	Draft motion for interim comp (1.0, draft proposed order (.3), draft notice of hearing (.3), file same (.2).	1.80	909.00
02/16/20	ZHS	email C. Richins and J. Wu regarding Peak retention application.	0.10	77.50
02/17/20	JXW	Attention to correspondence regarding bidding procedures motion draft; update task list.	1.40	378.00
02/17/20	JXW	Draft, review, and revise i-banker retention application.	6.00	1,620.00
02/17/20	ZHS	t/c representative of current employee regarding bankruptcy notice.	0.10	77.50
02/17/20	ZHS	emails M. Elliott regarding Peak engagement letter and retention application (.1); emails C. Richins regarding same (.1).	0.20	155.00
02/17/20	CBR	Work on Peak retention application.	2.00	900.00
02/17/20	ZHS	t/c representative of former employee regarding bankruptcy notice.	0.20	155.00
02/17/20	JXW	Revise application to retain Peak as investment banker.	1.30	351.00
02/17/20	MP	Modify summary of banking information in preparation of communication with client.	0.40	80.00
02/17/20	MP	Analyze additional banking statements to identify specific deposits.	3.10	620.00
02/17/20	HBC	Review investment banker engagement.	0.50	252.50
02/17/20	MP	Interoffice regarding hearing transcript.	0.30	60.00
02/17/20	MP	E-mails with court reporter regarding hearing transcript.	0.30	60.00

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02/17/20	ZHS	t/c and emails G. Mathless regarding 503(b)(9) claim form.	0.40	310.00
02/18/20	JXW	Revise investment banker retention app.	2.40	648.00
02/18/20	JXW	Attention to correspondence regarding stalking horse term sheet.	0.60	162.00
02/18/20	JXW	Create deadline memo for all debtors.	3.20	864.00
02/18/20	CBR	Review and provide comments to Peak Franchise Capital retention application.	1.20	540.00
02/18/20	ZHS	review order shortening time with respect to Bidding Procedures Hearing as entered by the Court.	0.10	77.50
02/18/20	ZHS	emails A. Tsai (Stretto) regarding case notices.	0.20	155.00
02/18/20	GLM	Office conference with H. Crabtree, J. Langdon, J. Wu regarding case planning, next steps.	0.50	212.50
02/18/20	CBR	Correspondence regarding Peak retention application.	0.70	315.00
02/18/20	MP	Interoffice regarding specific bank statements.	0.30	60.00
02/18/20	MP	Analyze multiple bank statements to identify specific information needed in preparation of communication with client.	1.90	380.00
02/18/20	GLM	Correspondence regarding retention orders.	0.20	85.00
02/18/20	HBC	Review and comment on investment banker engagement.	0.50	252.50
02/18/20	HBC	Calls from creditors and insurance party.	1.30	656.50
02/19/20	JXW	Correspondence with MCA counsel regarding debtors' approach with future MCA claims.	1.20	324.00
02/19/20	ZHS	review UCC appointment notice (.3); emails J. Langdon and G. Mathless regarding same (.2); emails B. Rosenthal regarding same (.2).	0.70	542.50
02/19/20	ZHS	o/c G. Mathless regarding email from insurer with respect to outstanding payment (.2); emails G. Mathless and B. Rosenthal regarding same (.2).	0.40	310.00
02/19/20	CBR	Correspondence with Peak's counsel regarding Peak retention application.	0.20	90.00

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02/19/20	GLM	Communications regarding MVA, MERU retention applications, orders.	0.30	127.50
02/19/20	GLM	Attend to IPFS insurance premium payment issue.	0.20	85.00
02/19/20	GLM	Communications regarding committee appointment.	0.20	85.00
02/19/20	GLM	Correspondence regarding debtors' sales tax obligations.	0.10	42.50
02/19/20	HBC	Coordinate service matters for case administration.	2.70	1,363.50
02/20/20	JXW	Revise application to retain Peak (1.6). correspondence with Peak counsel, Bridge and Sonic regarding the same (1.0). File motion to retain (.2).	2.80	756.00
02/20/20	JXW	Phone correspondence with Sonic employees regarding bankruptcy notice.	0.10	27.00
02/20/20	JXW	Draft motion for order shortening notice and scheduling expedited hearing for MERU application. File and upload.	2.60	702.00
02/20/20	JXW	Attention to correspondence between MVA and Peak counsel regarding retention application..	1.40	378.00
02/20/20	RED	Prepare notice of hearing on motion to appoint restructuring officer.	0.60	195.00
02/20/20	MP	Email deadline confirmations to MVA team for upcoming hearing dates and objection deadlines.	0.50	100.00
02/20/20	HBC	Assist with Investment banker retention matters.	0.70	353.50
02/20/20	HBC	Assist with MERU retention hearing scheduling.	0.50	252.50
02/20/20	GLM	Correspondence regarding Debtor funds held by First Data.	0.20	85.00
02/20/20	GLM	Correspondence regarding motion to shorten notice for MERU retention application.	0.20	85.00
02/20/20	GLM	Correspondence with Itria counsel regarding documents.	0.10	42.50
02/21/20	JXW	File notice of hearing on MERU Retention Application (.2). Correspondence with clerk regarding "termination" notation on PACER beside motion to shorten (.2).	0.40	108.00
02/21/20	JXW	Attention to correspondence regarding rejected proposed order for retention applications.	0.60	162.00

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02/21/20	JXW	Update debtor timelines.	0.20	54.00
02/21/20	JXW	Incorporate DLA's comments to proposed order to Peak retention application (1.8). Correspondence regarding the retention app (1.0); prepare for filing. Draft motion to shorten; proposed order; notice of hearing (2.0) .	4.80	1,296.00
02/21/20	CBR	Work on revisions to Peak retention application.	0.70	315.00
02/21/20	MP	Interoffice regarding hearing transcript.	0.30	60.00
02/21/20	HBC	Assist with Investment banker retention matters.	1.10	555.50
02/21/20	GLM	Correspondence regarding noticing service.	0.30	127.50
02/22/20	GLM	Correspondence regarding introductory call with committee.	0.10	42.50
02/23/20	GLM	Correspondence with B. Rosenthal, MVA team regarding case scheduling, next steps.	0.20	85.00
02/24/20	JXW	Update task list.	0.30	81.00
02/24/20	JXW	Phone call with employees calling about bankruptcy filing (.8); prepare case deadlines to send to independent director (.6).	1.40	378.00
02/24/20	JXW	Revise draft notice of hearing for Peak retention application.	0.90	243.00
02/24/20	JXW	Compile binders in preparation for hearing 2/26 (1.2); compile CRO 363 cases (.6).	1.80	486.00
02/24/20	MP	E-mails with court reporter regarding hearing transcript.	0.30	60.00
02/24/20	MP	Analyze docket to identify pertinent documents needed in preparation of Motions' hearing.	0.30	60.00
02/24/20	MP	Analyze pertinent Orders to Motions, Motions and Petition in preparation of summary for Motions' hearing.	0.40	80.00
02/24/20	GLM	Call with MERU team regarding introductory call with committee, call with Sonic and Bridge, next steps.	0.90	382.50
02/24/20	GLM	Introductory call with committee.	0.50	212.50
02/24/20	GLM	Call with Sonic, Bridge counsel regarding next steps, Itria.	0.50	212.50
02/24/20	MP	Interoffice regarding Motions' hearing.	0.30	60.00
02/24/20	MP	Prepare summary in preparation of Motions' hearing.	0.80	160.00

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02/24/20	HBC	Correspondence with Stretto on schedules and statement of financial affairs.	0.80	404.00
02/24/20	HBC	Review utilities correspondence.	0.60	303.00
02/24/20	GLM	Correspondence regarding transcript of first day hearing.	0.10	42.50
02/24/20	GLM	Call with 503(b)(9) claimant.	0.20	85.00
02/24/20	ZHS	emails Stretto regarding service of pleadings.	0.60	465.00
02/24/20	ZHS	emails and t/c L. Simpson regarding hearing preparation.	0.30	232.50
02/25/20	JXW	Phone call with Russell Johnson Law Firm regarding Debtors' utilities motion and identification of accounts. (1.2); correspondence with MERU regarding the same to reconcile information in motion (.5).	1.70	459.00
02/25/20	JXW	Attention to correspondence.	1.10	297.00
02/25/20	MP	Interoffice regarding hearing transcript.	0.30	60.00
02/25/20	HBC	Assist with preparation for hearing, case management.	1.10	555.50
02/25/20	HBC	Correspondence regarding 503(b)(9) claims and taxes.	0.40	202.00
02/25/20	GLM	Correspondence regarding first day transcript.	0.10	42.50
02/25/20	GLM	Correspondence regarding 503(b)(9) claims, real estate taxes.	0.40	170.00
02/25/20	GLM	Attend to stipulations to extend objection deadlines.	0.40	170.00
02/25/20	GLM	Attend to utilities adequate protection issues.	0.30	127.50
02/25/20	ZHS	review and revise CRO retention order.	0.80	620.00
02/25/20	ZHS	emails DLA, Pachulski, Bridge, and BA regarding revised CRO retention order.	0.80	620.00
02/26/20	JXW	Attention to correspondence.	1.50	405.00
02/26/20	JXW	Prepare for and attend hearing on rejection of leases and MERU Retention Application.	1.60	432.00
02/26/20	JXW	Discuss with Brian adequate assurance payments and utilities accounts to respond to utilities counsel.	0.30	81.00

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02/26/20	MP	Completed analyzing schedule and calendar remaining deadlines.	0.60	120.00
02/26/20	MP	Interoffice conference regarding additional deadlines.	0.30	60.00
02/26/20	HBC	Review and comment on draft orders (.4), Assist with stipulation and case admin. (.4).	0.80	404.00
02/26/20	GLM	Attend to stipulations to extend objection deadlines.	0.80	340.00
02/26/20	GLM	Communications regarding 2/26 hearing.	0.30	127.50
02/26/20	GLM	Communications regarding real estate taxes.	0.40	170.00
02/26/20	GLM	Attend to committee request for MCA documents.	0.30	127.50
02/26/20	ZHS	preparation for hearing on CRO retention.	1.20	930.00
02/26/20	ZHS	attend and participate at hearing on CRO retention.	0.80	620.00
02/27/20	JXW	Attention to correspondence regarding DIP motion response extension and potential bidder NDA.	0.70	189.00
02/27/20	JXW	Upload proposed order for CRO retention application.	0.10	27.00
02/27/20	GLM	Office conference with J. Langdon regarding open issues for March 4 hearing.	0.50	212.50
02/27/20	HBC	Upload proposed CRO order.	0.30	151.50
02/27/20	HBC	Correspondence with conflicts counsel.	0.30	151.50
02/27/20	GLM	Correspondence regarding Committee-requested modifications to interim compensation order.	0.20	85.00
02/27/20	GLM	Analysis of utilities order.	0.20	85.00
02/27/20	GLM	Correspondence regarding utilities adequate protection issues.	0.40	170.00
02/27/20	ZHS	review and revise MERU retention order (.7); emails C. Badger regarding same (.3).	1.00	775.00
02/28/20	MP	Interoffice regarding upcoming deadlines.	0.30	60.00
02/28/20	GLM	Correspondence with Stretto regarding noticing.	0.10	42.50

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02/28/20	GLM	Communications with Z. Smith, J. Langdon, B. Rosenthal regarding discussions with Sonic, adjourning hearing.	0.30	127.50
02/28/20	ZHS	review and revise Peak retention order.	0.80	620.00
02/29/20	JXW	Attention to correspondence between MVA, Sonic and Committee on formulating response to Itria objection. Update task list/case calendar.	0.70	189.00

**Total Services:** **141.30** **\$56,278.50**

David B. Wheeler	1.00	hours at	475.00	=	\$475.00
Zachary H. Smith	16.00	hours at	775.00	=	\$12,400.00
Hillary B. Crabtree	26.60	hours at	505.00	=	\$13,433.00
Reid E. Dyer	0.60	hours at	325.00	=	\$195.00
Cole B. Richins	11.20	hours at	450.00	=	\$5,040.00
Gabriel L. Mathless	16.50	hours at	425.00	=	\$7,012.50
Joanne Wu	54.90	hours at	270.00	=	\$14,823.00
Muriel Powell	14.50	hours at	200.00	=	\$2,900.00

**Total (100%) of Fees** **56,278.50**

**90% of Total Fees** **50,650.65**

Copying	64.05
Computer Aided Research	388.70
Courier Services	42.00
Transcript Costs - VENDOR: Gabriel Mathless INVOICE#: 400994402192013 DATE: 2/19/2020 MATHLESS, G - Transcript fee from the first day hearing. - 02/17/20	266.75
<b>Total Expenses:</b>	<b>761.50</b>

**TOTAL AMOUNT DUE:** **\$51,412.15**

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**File No. 037179.000027**

**Re: Financing and Relief from Stay Proceedings**

02/07/20	GLM	Revise DIP motion and exhibits.	3.00	1,275.00
02/07/20	HBC	Finalize and file DIP motion, coordination of same.	0.70	353.50
02/07/20	ZHS	Review DIP budget.	0.70	542.50
02/07/20	ZHS	Emails G. Mathless, J. Langdon, H. Crabtree, and B. Rosenthal regarding DIP budget.	0.50	387.50
02/07/20	ZHS	Review DIP motion.	1.20	930.00
02/07/20	ZHS	Review DIP/363 Term Sheet.	0.80	620.00
02/07/20	ZHS	Emails S. Schmidt regarding DIP.	0.20	155.00
02/07/20	JRL	Review and revise DIP Order and DIP Note documents.	2.30	1,690.50
02/07/20	JRL	Review and comment on DIP Declaration.	0.50	367.50
02/07/20	JRL	Review and comment on Budget issues.	0.40	294.00
02/08/20	JRL	Work on presentation for DIP Hearing.	1.10	808.50
02/09/20	GLM	Correspondence with counsel to Itria and Sonic, J. Langdon and Z. Smith regarding DIP motion, hearing.	0.30	127.50
02/09/20	GLM	Correspondence with H. Crabtree, Z. Smith regarding revised DIP budget.	0.30	127.50
02/09/20	ZHS	Emails J. Langdon regarding Itria lien stipulation request and related Itria issues in relation to DIP facility.	0.70	542.50
02/09/20	ZHS	Emails J. Langdon regarding DIP adequate protection issues.	0.40	310.00
02/09/20	ZHS	Emails B. Rosenthal regarding revised DIP Budget.	0.60	465.00
02/09/20	JRL	Correspondence re: Itria's request for adequate protection.	0.70	514.50
02/09/20	JRL	Prepare for hearing on DIP financing motion.	0.80	588.00
02/09/20	JRL	Review and comment on DIP Budget revisions.	0.40	294.00
02/10/20	GLM	Draft borrowing notice.	0.50	212.50
02/10/20	GLM	Correspondence regarding Itria, adequate protection request.	0.40	170.00
02/10/20	GLM	Correspondence regarding DIP hearing, closing.	0.40	170.00

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02/10/20	JRL	Prepare for and attend first day hearings on DIP Financing and related matters.	5.50	4,042.50
02/10/20	JRL	Correspondence with various parties re: Itria's request for adequate protection.	0.50	367.50
02/10/20	JRL	Review funding request and correspondence re: same.	0.40	294.00
02/10/20	JRL	Correspondence re: landlord changes to DIP Order.	0.70	514.50
02/10/20	JRL	Review DIP Order.	0.50	367.50
02/11/20	GLM	Attend to closing of DIP Facility.	2.30	977.50
02/11/20	JRL	Review, revise and circulate revised DIP Order.	1.10	808.50
02/11/20	JRL	Correspondence with Bridge, Sonic, Itria and Debtor representatives re: DIP Order changes.	2.40	1,764.00
02/11/20	JRL	Review Funding Notice and correspondence re: same.	0.50	367.50
02/11/20	JRL	Correspondence re: strategy for attacking Itria's liens.	0.50	367.50
02/12/20	JRL	Review Itria documents.	0.60	441.00
02/12/20	JRL	Correspondence re: funding of loans and application of proceeds of same.	0.40	294.00
02/13/20	ZHS	emails H. Crabtree regarding final revisions to MVA retention application.	0.30	232.50
02/13/20	JRL	Correspondence with Meru advisors re: budget issues.	0.40	294.00
02/13/20	JRL	Correspondence re: transcript issues.	0.30	220.50
02/14/20	MP	Prepare summary of deadline related to DIP Facility.	0.40	80.00
02/17/20	ZHS	o/c's J. Langdon regarding Final DIP.	0.60	465.00
02/20/20	GLM	Communications regarding final DIP Order.	0.30	127.50
02/20/20	GLM	Communications regarding landlord objection to DIP motion.	0.20	85.00
02/20/20	GLM	Communications regarding DIP reporting.	0.20	85.00
02/21/20	GLM	Communications regarding Itria position with respect to DIP.	0.20	85.00

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02/24/20	JRL	Review DIP Order to make changes for Final Hearing.	0.90	661.50
02/24/20	JRL	Call with S. Schmidt regarding DIP.	0.50	367.50
02/24/20	JRL	Call with Debtor representatives to prepare for Committee call and Itria call.	0.90	661.50
02/24/20	GLM	Correspondence regarding final DIP order.	0.20	85.00
02/24/20	ZHS	email S. Schmidt regarding Itria position with respect to DIP.	0.60	465.00
02/25/20	JXW	Review DIP Response Extension Stipulation.	0.20	54.00
02/25/20	GLM	Communications regarding landlord DIP objection.	0.40	170.00
02/25/20	JRL	Review hearing transcript (.6), review DIP Order and correspondence re: same (.7), review budget and correspondence re: same (.3), correspondence re: extensions for deadlines to object and review stipulations re: same (.4).	2.00	1,470.00
02/26/20	GLM	Communications with landlord counsels regarding final DIP order.	0.40	170.00
02/26/20	GLM	Communications with Clerk regarding landlord DIP objection resolution.	0.20	85.00
02/26/20	GLM	Analysis of Itria comments to final DIP order.	0.50	212.50
02/26/20	GLM	Analysis of Committee comments to final DIP order.	0.60	255.00
02/26/20	GLM	Correspondence with Sonic, Bridge regarding proposed resolution to landlord DIP objection.	0.30	127.50
02/26/20	JRL	Correspondence re: extension stipulations and review of same (.5), Correspondence re: landlord objections to DIP (.3), Review revisions to DIP Order from Sonic, Committee and Itria (1.2), Create issues list for financing (.4), Call with Ms. Cho (.4), Review Cafeteria Operators case (.4).	3.20	2,352.00
02/26/20	ZHS	o/c G. Mathless regarding confirmation of landlord limited objection resolution.	0.30	232.50
02/27/20	GLM	Call with committee regarding DIP order, hearing.	0.40	170.00
02/27/20	JRL	Correspondence re: extensions for DIP Financing objections (.5), correspondence with Committee members re: DIP Issues list (.5), review DIP Order (.3).	1.30	955.50

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02/27/20	ZHS	emails L. Simpson regarding stay relief consent order and related matters.	0.60	465.00
02/27/20	ZHS	emails Pachulski regarding DIP issues.	0.70	542.50
02/28/20	GLM	Correspondence regarding terms of final DIP order.	0.30	127.50
02/28/20	GLM	Communications with Itria counsel regarding objection deadline, objections in relation to DIP Motion.	0.30	127.50
02/28/20	GLM	Review Itria DIP objection.	0.40	170.00
02/28/20	GLM	Communications with court clerk regarding adjourning DIP hearing by one week.	0.30	127.50
02/28/20	ZHS	emails G. Mathless and J. Wu regarding notice of continued Final DIP Hearing.	0.40	310.00
02/28/20	ZHS	emails L. Simpson and H. Crabtree regarding stay relief consent order with respect to equipment at rejected lease premises.	0.20	155.00

**Total Services:** **51.30** **\$33,745.50**

Zachary H. Smith	8.80	hours at	775.00	=	\$6,820.00
Hillary B. Crabtree	0.70	hours at	505.00	=	\$353.50
James R. Langdon	28.80	hours at	735.00	=	\$21,168.00
Gabriel L. Mathless	12.40	hours at	425.00	=	\$5,270.00
Joanne Wu	0.20	hours at	270.00	=	\$54.00
Muriel Powell	0.40	hours at	200.00	=	\$80.00

**Total (100%) of Fees** **33,745.50**

**90% of Total Fees** **30,370.95**

Computer Aided Research **7.10**

**Total Expenses:** **7.10**

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**TOTAL AMOUNT DUE:**

**\$30,378.05**

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**File No. 037179.000031**

**Re: Litigation**

02/01/20	RCB	Communication regarding creditor cases and related matters.	0.20	110.00
02/03/20	RCB	Communication regarding suggestions of bankruptcy filings.	0.20	110.00
02/10/20	RCB	Communication regarding notice to creditor-plaintiffs.	0.30	165.00
02/12/20	RCB	Communication with creditor's counsel regarding Ch. 11 filing and suggestions of bankruptcy.	2.50	1,375.00
02/12/20	GLM	Correspondence regarding MCA analysis, complaints.	0.20	85.00
02/12/20	GLM	Review prepetition complaints filed by MCAs.	0.30	127.50
02/13/20	MP	Interoffice memo to Z. Smith regarding complaint filed by BMF.	0.30	60.00
02/14/20	RCB	Communication with creditors' counsel regarding notice of bankruptcy.	0.50	275.00

<b>Total Services:</b>	<b>4.50</b>	<b>\$2,307.50</b>
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<i>Robert C. Bowers</i>	3.70	hours at	550.00	=	\$2,035.00
<i>Gabriel L. Mathless</i>	0.50	hours at	425.00	=	\$212.50
<i>Muriel Powell</i>	0.30	hours at	200.00	=	\$60.00

<i>Total (100%) of Fees</i>	<b>2,307.50</b>
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<i>90% of Total Fees</i>	<b>2,076.75</b>
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<b>TOTAL AMOUNT DUE:</b>	<b>\$2,076.75</b>
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## REMITTANCE

**Moore & Van Allen PLLC**

Attorneys at Law

Suite 4700  
100 North Tryon Street  
Charlotte, NC 28202-4003

T 704 331 1000  
F 704 331 1159

Client: Southern Deli  
File No: 037179

Invoice Date **1041908**  
03/20/2020

<b>TOTAL (100%) OF FEES:</b>	<b>\$188,874.00</b>
<b>90% OF TOTAL FEES:</b>	<b>\$169,986.60</b>
<b>TOTAL EXPENSES:</b>	<b>\$816.32</b>
<b>TOTAL AMOUNT DUE:</b>	<b>\$170,802.92</b>

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SD-Charlotte, LLC et al.  
c/o Brian Rosenthal, Chief Restructuring Officer  
MERU  
1372 Peachtree St.  
Atlanta, GA 30309

Invoice **1044904**  
Date **04/20/2020**  
Page **1**

File No. 037179.000025

Re: Asset Transactions

Total Services:	\$77,068.50
Total Expenses:	\$567.60
Total This Matter:	<hr/> \$77,636.10

File No. 037179.000026

Re: Case Administration and Business Operations

Total Services:	\$86,860.00
Total Expenses:	\$45.00
Total This Matter:	<hr/> \$86,905.00

File No. 037179.000027

Re: Financing and Relief from Stay Proceedings

Total Services:	\$16,165.00
Total Expenses:	\$4.90
Total This Matter:	<hr/> \$16,169.90

File No. 037179.000028

Re: Fee Proceedings

Total Services:	\$2,932.50
Total Expenses:	\$0.00
Total This Matter:	<hr/> \$2,932.50

File No. 037179.000031

Re: Litigation

Total Services:	\$3,032.50
Total Expenses:	\$0.00
Total This Matter:	<hr/> \$3,032.50

File No. 037179.000032

Re: Other

Total Services:	\$702.00
Total Expenses:	\$0.00
Total This Matter:	<hr/> \$702.00

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Date **04/20/2020**  
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**Total (100%) of Fees:** **\$186,760.50**

**90% of Total Fees** **\$168,084.45**

**Total (100%) of Expenses:** **\$617.50**

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**TOTAL AMOUNT DUE:** **\$168,701.95**

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1372 Peachtree St.  
Atlanta, GA 30309

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**File No. 037179.000025**

**Re: Asset Transactions**

02/21/20	ZHS	review and revise notice of supplement (.7); emails G. Mathless regarding same (.2).	0.90	697.50
02/21/20	ZHS	respond to emails with potential bidder regarding NDA.	0.60	465.00
02/22/20	ZHS	emails G. Mathless regarding NDA's.	0.30	232.50
03/01/20	RED	Internal communications regarding response to objection to bid procedures.	0.40	130.00
03/01/20	ZHS	emails J. Langdon, G. Mathless, R. Dyer, and B. Rosenthal regarding preparation and strategy for bidding procedures hearing.	1.50	1,162.50
03/01/20	ZHS	email S. Cho, D. Simon, J. Silvestro, J. Langdon, and G. Mathless regarding coordination call in relation to bidding procedures hearing.	0.20	155.00
03/01/20	GLM	Call with J. Langdon regarding Itria objection to bidding procedures.	0.20	85.00
03/01/20	GLM	Review DLA comments to stalking horse APA.	0.20	85.00
03/01/20	GLM	Correspondence with Z. Smith, J. Langdon, B. Rosenthal regarding bidding procedures, stalking horse APA.	0.30	127.50
03/01/20	GLM	Correspondence with counsel to Committee, Sonic, Bridge regarding APA.	0.20	85.00
03/01/20	JRL	Review, revise and provide comments on revised versions of APA.	1.10	808.50
03/01/20	JRL	Prepare for hearing on Bid Procedures.	1.20	882.00

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03/01/20	HBC	Review, revise and provide comments on revised APA.	0.30	151.50
03/02/20	JXW	Research regarding approval standards for break-up fees.	2.20	594.00
03/02/20	RED	Review NRP objection to bidding procedures.	0.70	227.50
03/02/20	RED	Telephone conference with creditors committee, first lienholder, and proposed DIP.	0.80	260.00
03/02/20	RED	Review and resolve outstanding objections to bid procedures.	4.30	1,397.50
03/02/20	ZHS	retrieve and review sample proffer in connection with Bidding Procedures hearing (.2); email G. Mathless regarding same (.2).	0.40	310.00
03/02/20	ZHS	emails B. Rosenthal and H. Crabtree regarding APA schedules and timing.	0.30	232.50
03/02/20	ZHS	emails M. Tarwater regarding APA schedules.	0.20	155.00
03/02/20	ZHS	email from/to R. Bruckman (Shoemaker) regarding telephonic appearance for Pachulski at Bidding Procedures hearing.	0.10	77.50
03/02/20	MSL	Review changes to purchase agreement.	0.30	172.50
03/02/20	GLM	Review and analyze stalking horse break up fee research.	0.20	85.00
03/02/20	GLM	Communications regarding potential bidder nondisclosure agreements.	0.30	127.50
03/02/20	GLM	Review and revise asset purchase agreement.	1.00	425.00
03/02/20	GLM	Status call with major constituencies regarding status of DIP, bidding procedures, next steps.	0.50	212.50
03/02/20	GLM	Communications with Sonic, Committee, Bridge, MVA team regarding bidding procedures, asset purchase agreement, NRP objection.	2.00	850.00
03/02/20	GLM	Communications regarding adequate assurance requests from utilities.	0.40	170.00
03/02/20	GLM	Review and analyze NRP bid procedures objection.	0.40	170.00
03/02/20	GLM	Review and analyze stalking horse break up fee research.	0.20	85.00

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03/02/20	GLM	Correspondence with Kelley Drye, R. Dyer regarding call to discuss NRP objection.	0.20	85.00
03/02/20	MCT	Review documents provided by Brian Rosenthal; call with Brian Rosenthal regarding schedules.	1.30	455.00
03/02/20	JRL	Prepare for bid procedures hearing and work on resolution to objections.	2.10	1,543.50
03/02/20	JRL	Work on APA and schedules to same.	1.30	955.50
03/02/20	JRL	Review, revise and circulate potential bidder NDA.	0.50	367.50
03/02/20	JRL	Review cure schedules.	0.40	294.00
03/02/20	JRL	Correspondence re: Break Up Fee issues.	0.40	294.00
03/02/20	HBC	Assist with proffer for Bid Procedures.	0.30	151.50
03/02/20	HBC	Review and provide comments on revised bid procedures.	0.20	101.00
03/02/20	HBC	Review and provide comments on confidential information memo.	0.30	151.50
03/02/20	HBC	Review, provide comments to and discuss cure schedule, contracts.	0.40	202.00
03/02/20	HBC	Correspondence with P. Peralta regarding WARN in relation to potential sale transaction.	0.40	202.00
03/03/20	JXW	Draft notice of redlines for bid motion filings (2.0); coordinate compilation of binders for bid motion hearing (1.1).	3.10	837.00
03/03/20	JXW	Case law research for break-up fee precedent.	0.80	216.00
03/03/20	JXW	Cite check cases cited by Itria in limited objection to bid procedures.	0.80	216.00
03/03/20	RED	Resolve outstanding bid procedures objection.	3.20	1,040.00
03/03/20	JF	Analysis of objections to bid procedures and potential proffer of testimony.	1.10	473.00
03/03/20	RED	Prepare for bid procedures hearing.	2.00	650.00
03/03/20	RED	Prepare proffer of David Bagley in support of bidding procedures.	0.70	227.50

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03/03/20	ZHS	emails R. Dyer regarding next steps in relation to National objection to bidding procedures (.2); emails and o/c G. Mathless regarding same (.2); further emails G. Mathless and R. Dyer regarding resolution of National objection (.3).	0.70	542.50
03/03/20	ZHS	emails from/to M. Smith and G. Mathless regarding APA.	0.20	155.00
03/03/20	ZHS	review Bridge response to Itria limited objection to Bidding Procedures (.2); email same to MERU and Peak teams (.1).	0.30	232.50
03/03/20	ZHS	review Committee statement with respect to Bidding Procedures.	0.30	232.50
03/03/20	ZHS	Office conference D. Bagley, J. Langdon, G. Mathless, and R. Dyer (by phone), regarding preparation for Bidding Procedures hearing.	1.50	1,162.50
03/03/20	ZHS	review and revise notices for filing of revised Stalking Horse Agreement and related documents (.5); emails G. Mathless and J. Wu regarding same (.2).	0.70	542.50
03/03/20	ZHS	Office conference J. Wu regarding Bidding Procedures hearing preparation.	0.60	465.00
03/03/20	ZHS	emails M. Powell and J. Wu regarding filing fee for 363 motion.	0.30	232.50
03/03/20	GLM	Attend to proffer in anticipation of bidding procedures hearing.	0.40	170.00
03/03/20	GLM	Communications with Kelley Drye regarding NRP objection, resolving same.	0.50	212.50
03/03/20	GLM	Review and provide comments on NRP comments to bidding procedures order.	0.20	85.00
03/03/20	GLM	Communications with Committee regarding bidding procedures and resolving NRP objection.	0.30	127.50
03/03/20	GLM	Review and revise stalking horse APA.	0.20	85.00
03/03/20	GLM	Correspondence with Bridge, Sonic, Committee regarding bidding procedures, APA.	0.30	127.50
03/03/20	GLM	Office conference with D. Bagley, J. Langdon regarding sales process, preparation for 3/4 hearing, proffer.	1.50	637.50

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03/03/20	GLM	Draft, review and revise proffer in anticipation of 3/4 hearing.	0.40	170.00
03/03/20	GLM	Revisions to notice of filing APA redline.	0.30	127.50
03/03/20	GLM	Review Committee response to Itria bid procedures objection.	0.20	85.00
03/03/20	MCT	Review and respond to e-mail from B. Rosenthal regarding prior version of draft disclosure schedules.	0.20	70.00
03/03/20	JRL	Prepare for Bid Procedures hearing.	3.20	2,352.00
03/03/20	JRL	Review changes to APA and bid procedures redlines.	0.80	588.00
03/03/20	JRL	Review Sonic sale CIM.	1.50	1,102.50
03/03/20	HBC	Research and confirm fee requirements for sale motions.	0.20	101.00
03/04/20	JXW	Incorporate edits to bidding procedures and circulate to Peak for data room.	0.40	108.00
03/04/20	JXW	Compile hearing binders for bidding procedures hearing.	1.80	486.00
03/04/20	JXW	Attention to correspondence with Z. Smith regarding proffered testimony in connection with Bidding Procedures Hearing.	0.60	162.00
03/04/20	RED	Prepare, review and revise proffer of Mike Elliott and for bid procedures hearing.	2.70	877.50
03/04/20	JXW	Finalize and upload Bidding Procedures Order.	0.60	162.00
03/04/20	GLM	Office conference with Peak, B. Rosenthal, MVA team to prepare for hearing.	2.00	850.00
03/04/20	GLM	Comment on draft CIM.	0.50	212.50
03/04/20	GLM	Attend hearing on debtor-in-possession financing and bidding procedures motions.	2.50	1,062.50
03/04/20	GLM	Communications with J. Langdon, Z. Smith, R. Bruckmann regarding proffer.	0.20	85.00
03/04/20	GLM	Communications regarding status of data room.	0.20	85.00
03/04/20	GLM	Office conference with Z. Smith regarding post-hearing next steps.	0.50	212.50

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03/04/20	ZHS	emails Stretto regarding Bidding Procedures noticing (.5); t/c Stretto, G. Mathless, and J. Wu regarding same (.6).	1.10	852.50
03/04/20	ZHS	preparation for Bidding Procedures hearing.	2.20	1,705.00
03/04/20	ZHS	emails J. Silvestro regarding data room.	0.30	232.50
03/04/20	ZHS	attend and participate at Bidding Procedures Hearing.	1.50	1,162.50
03/04/20	ZHS	emails S. Velazquez regarding NDA's.	0.40	310.00
03/04/20	ZHS	review and comment on Bidding Procedures (.6); email J. Wu and G. Mathless regarding same (.2).	0.80	620.00
03/05/20	MSL	Review changes to NDA made by potential bidder and email Z. Smith regarding comments to same.	0.40	230.00
03/05/20	GLM	Communications Z. Smith regarding NDAs.	0.20	85.00
03/05/20	GLM	Review and finalize bidding procedures notices for servicing.	0.70	297.50
03/05/20	GLM	Communications Z. Smith regarding Peak retention order.	0.30	127.50
03/05/20	GLM	Communications Z. Smith regarding population of dataroom.	0.20	85.00
03/05/20	HBC	Assist Stretto and MERU with cure schedules.	0.70	353.50
03/06/20	GLM	Communications Z. Smith regarding escrow for stalking horse APA deposit.	0.50	212.50
03/06/20	GLM	Communications Z. Smith and H. Crabtree regarding finalizing, filing, servicing bidding procedures documents.	1.00	425.00
03/06/20	GLM	Communications Z. Smith regarding publication of sale notice.	0.20	85.00
03/06/20	HBC	Assist with Sonic sale notice of assumption and process.	0.80	404.00
03/07/20	ZHS	Review recent emails regarding JPM escrow.	0.30	232.50
03/07/20	GLM	Draft, review and revise escrow agreement.	1.00	425.00
03/07/20	GLM	Communications JPM regarding escrow agreement.	0.30	127.50
03/07/20	GLM	Correspondence H. Crabtree regarding servicing of bidding procedure notices.	0.10	42.50
03/08/20	ZHS	Emails B. Rosenthal regarding publication notice cost.	0.20	155.00

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03/08/20	ZHS	Emails Stretto regarding publication notice cost.	0.10	77.50
03/08/20	ZHS	Review emails with JPM regarding escrow agreement for Sonic Stalking Horse deposit.	0.20	155.00
03/08/20	GLM	Call with JPM, B. Rosenthal regarding escrow account.	0.40	170.00
03/08/20	GLM	Communications Stretto regarding publishing notice of sale.	0.20	85.00
03/08/20	GLM	Review and revise escrow agreement.	0.40	170.00
03/09/20	JXW	Review cure notice and provide comments.	3.20	864.00
03/09/20	JXW	Confirm status of notice of auction and sale.	0.40	108.00
03/09/20	ZHS	Email from/to potential bidder for MODs.	0.10	77.50
03/09/20	ZHS	Review recent correspondence regarding JPM escrow in connection with Sonic Stalking Horse deposit.	0.30	232.50
03/09/20	ZHS	Review comments to NDA's.	0.60	465.00
03/09/20	ZHS	Emails M. Lee regarding comments to NDA's.	0.20	155.00
03/09/20	ZHS	Review D. Bagley email regarding discussion with FTI concerning sale process status.	0.10	77.50
03/09/20	ZHS	Emails J. Silvestro and S. Velazquez regarding data room access.	0.10	77.50
03/09/20	ZHS	Review and provide comments on draft publication notice.	0.30	232.50
03/09/20	ZHS	Emails Stretto regarding publication notice.	0.50	387.50
03/09/20	ZHS	Emails B. Rosenthal regarding publication notice.	0.20	155.00
03/09/20	GLM	Continue review and revisions to escrow agreement.	0.30	127.50
03/09/20	GLM	Communications with JPM, DLA, B. Rosenthal, Z. Smith regarding escrow agreement, JPM KYC.	0.30	127.50
03/09/20	GLM	Communications Stretto regarding publication of sale notice.	0.20	85.00
03/09/20	GLM	Office conference with J. Wu regarding cure schedules.	0.30	127.50
03/09/20	GLM	Review and analysis of cure schedules.	0.20	85.00

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03/09/20	GLM	Correspondence with J. Wu, Stretto regarding cure schedules.	0.20	85.00
03/09/20	GLM	Correspondence Z. Smith regarding comments to NDA.	0.10	42.50
03/10/20	ZHS	Email from/to potential bidder for MODs.	0.20	155.00
03/10/20	ZHS	Email from/to M. Elliott regarding MOD sales process.	0.10	77.50
03/10/20	ZHS	Review recent emails regarding JPM escrow agreement for Sonic Stalking Horse deposit.	0.20	155.00
03/10/20	MSL	Review changes to NDAs made by potential bidders (1.0); emails to Mr. Smith with my comments to same (.3).	1.30	747.50
03/10/20	GLM	Review and make revisions to escrow agreement.	0.30	127.50
03/10/20	GLM	Communications with JPM, DLA regarding escrow agreement and JPM KYC.	0.30	127.50
03/10/20	GLM	Comment on draft NDAs.	0.60	255.00
03/10/20	GLM	Correspondence Z. Smith regarding NDAs.	0.30	127.50
03/10/20	GLM	Correspondence H. Crabtree regarding servicing the notice of assumption and assignment.	0.10	42.50
03/10/20	GLM	Communications with DLA, J. Langdon, Z. Smith, B. Rosenthal regarding APA revisions, JPM escrow fee.	1.20	510.00
03/10/20	GLM	Review and make revisions to APA.	0.40	170.00
03/10/20	GLM	Correspondence with DLA, Itria, MERU, Z. Smith and J. Langdon regarding APA schedules.	0.30	127.50
03/10/20	GLM	Correspondence with Peak regarding MOD sale process.	0.10	42.50
03/11/20	MSL	Find language regarding payment of pro rata rent to include in purchase agreement.	0.20	115.00
03/11/20	ZHS	Emails G. Mathless and R. Dyer regarding MOD sale motion.	0.20	155.00
03/11/20	ZHS	Emails S. Velazquez regarding potential bidder list.	0.10	77.50
03/11/20	ZHS	Emails J. Langdon and D. Bagley regarding Sonic sale process schedule and preparation for sale hearing.	0.20	155.00
03/11/20	GLM	Communications with R. Dyer regarding MOD pizza sale	0.30	127.50

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process pleadings.					
03/11/20	GLM	Correspondence regarding JPM escrow account.	0.20	85.00	
03/11/20	GLM	Review and make revisions to APA.	1.10	467.50	
03/11/20	GLM	Communications with MERU, J. Langdon, Z. Smith, DLA regarding comments to APA, post-closing rent allocation.	0.80	340.00	
03/11/20	GLM	Correspondence with Stretto regarding notice of sale, publication.	0.10	42.50	
03/11/20	GLM	Correspondence Z. Smith regarding NDAs.	0.20	85.00	
03/12/20	GLM	Correspondence JPM regarding status of JPM escrow deposit.	0.10	42.50	
03/12/20	GLM	Correspondence with MVA team, Peak regarding sale process.	0.20	85.00	
03/12/20	GLM	Correspondence with J. Langdon, Z. Smith, B. Rosenthal, DLA regarding stalking horse APA.	0.40	170.00	
03/12/20	GLM	Correspondence with Sonic regarding diligence requests.	0.10	42.50	
03/12/20	ZHS	emails Peak regarding sale process.	0.50	387.50	
03/12/20	ZHS	emails Peak regarding NDA's for Sonic bidders.	0.60	465.00	
03/13/20	RED	Prepare documents for sale of MOD Pizza restaurants.	5.60	1,820.00	
03/13/20	GLM	Call with B. Rosenthal, Peak team regarding MOD sale process.	0.70	297.50	
03/13/20	GLM	Communications with DLA, B. Rosenthal, J. Langdon and Z. Smith regarding revisions to APA.	1.50	637.50	
03/13/20	GLM	Communications with DLA, JPM and B. Rosenthal regarding finalizing escrow agreement.	0.50	212.50	
03/13/20	ZHS	emails Pachulski regarding Sonic APA.	0.60	465.00	
03/13/20	ZHS	emails K. Kobbe regarding MOD.	0.50	387.50	
03/13/20	ZHS	emails Peak regarding Sonic sale process.	0.60	465.00	
03/15/20	GLM	Correspondence with Z. Smith, J. Langdon, B. Rosenthal regarding APA.	0.20	85.00	

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03/16/20	RED	Telephone conference with Peak, B. Rosenthal, J. Langdon, and Z. Smith regarding sale of MOD Pizza locations.	0.50	162.50
03/16/20	MSL	Review changes to NDA made by two bidders and email Z. Smith my comments regarding same.	0.90	517.50
03/16/20	ZHS	emails M. Lee and G. Mathless regarding NDA's.	0.40	310.00
03/16/20	ZHS	t/c B. Rosenthal, Peak Team, J. Langdon, and R. Dyer regarding MOD process.	0.50	387.50
03/16/20	ZHS	t/c K. Kobbe regarding MOD process.	0.30	232.50
03/16/20	ZHS	email from/to D. Schilli regarding landlord inquiry (.1); email from/to landlord regarding cure amount (.1).	0.20	155.00
03/16/20	ZHS	emails G. Mathless regarding Sonic Purchase Agreement Amendment.	0.20	155.00
03/16/20	GLM	Correspondence with Z. Smith, JPM, DLA regarding escrow agreement, APA status.	0.40	170.00
03/16/20	GLM	Correspondence with MVA team regarding impact of COVID-19 on sale process.	0.20	85.00
03/16/20	GLM	Communications with Z. Smith, M. Lee regarding NDAs.	0.20	85.00
03/16/20	HBC	Assist with sale process, auction issues in light of pandemic.	0.80	404.00
03/16/20	HBC	Work on and prepare response to Gold cure objection.	0.30	151.50
03/16/20	HBC	Coordinate with Stretto on landlord cure schedule, claim reconciliation.	0.60	303.00
03/16/20	HBC	Review and discuss Haupt cure objection.	0.20	101.00
03/17/20	ZHS	emails H. Crabtree, J. Langdon, and G. Mathless regarding auction logistics.	0.50	387.50
03/17/20	ZHS	emails G. Beiner (Advantage II) regarding lease inquiry.	0.10	77.50
03/17/20	GLM	Communications with DLA regarding status of APA signing.	0.20	85.00
03/17/20	GLM	Communications with B. Rosenthal, Z. Smith, J. Langdon regarding communications with DLA regarding APA signing.	0.40	170.00
03/17/20	GLM	Communications with B. Rosenthal regarding Debtor APA	0.10	42.50

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03/17/20	GLM	Communications with B. Rosenthal, DLA regarding lease diligence.	0.20	85.00
03/17/20	HBC	Communications discussing Haupt lease and reconciliation of the same.	0.30	151.50
03/17/20	HBC	Assist with sale process, procedures and reserve room for auction.	1.50	757.50
03/18/20	GLM	Correspondence with H. Crabtree, J. Langdon regarding status of auction.	0.10	42.50
03/18/20	GLM	Correspondence with Peak regarding sale process status.	0.10	42.50
03/18/20	HBC	Respond to US Foods questions on Auction.	0.10	50.50
03/18/20	HBC	Review and analyze 1810 objection and coordinate with J. Henderson (.6), forward evidence of insurance (.1).	0.70	353.50
03/19/20	ZHS	emails B. Rosenthal regarding Sonic diligence request for employee-related information.	0.20	155.00
03/19/20	GLM	Communications with DLA, MVA team, MERU regarding diligence items, cure schedule.	0.40	170.00
03/19/20	GLM	Correspondence with potential bidder, M. Lee, J. Langdon regarding NDAs.	0.20	85.00
03/19/20	GLM	Communications with Pachulski, MERU, Z. Smith, J. Langdon regarding impact of COVID-19 on sale process.	0.20	85.00
03/19/20	HBC	Review and comment on updated cure list with landlord negotiations.	1.10	555.50
03/19/20	HBC	Correspondence with various landlords on cure reconciliation.	0.40	202.00
03/20/20	GLM	Correspondence with J. Wolf, Z. Smith, M. Lee regarding NDA.	0.20	85.00
03/20/20	GLM	Communications with DLA, B. Rosenthal, J. Langdon, Z. Smith regarding asset sale status, diligence.	0.70	297.50
03/20/20	HBC	Finalize and file supplemental cure notice and coordinate service.	0.50	252.50

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03/20/20	HBC	Coordinate certificate of insurance with J. Henderson.	0.20	101.00
03/20/20	HBC	Forward supplemental cure notice to objecting landlords (.1), respond to questions from same (.3).	0.40	202.00
03/21/20	ZHS	emails B. Rosenthal regarding Keen-Summit.	0.20	155.00
03/21/20	GLM	Communications with Z. Smith, B. Rosenthal regarding MOD sale process, Keen-Summit.	0.10	42.50
03/22/20	GLM	Correspondence regarding NDA from potential bidder.	0.10	42.50
03/23/20	ZHS	emails D. Bagley regarding potential bidder NDA.	0.20	155.00
03/23/20	RED	Telephone conference with MERU and Peak regarding sale status and strategy.	0.50	162.50
03/23/20	GLM	Call with Peak regarding status of sales processes.	0.50	212.50
03/23/20	PJP	Review WARN Act requirements in response to H. Crabtree inquiry in the wake of COVID-19 pandemic.	0.40	234.00
03/23/20	GLM	Attend to closing of JPM escrow agreement.	0.30	127.50
03/23/20	GLM	Review and provide comments on NDA markup.	0.50	212.50
03/23/20	GLM	Communications with Peak, J. Langdon, Z. Smith regarding NDAs.	0.20	85.00
03/23/20	GLM	Review and analyze NRP objection to cure amounts.	0.20	85.00
03/23/20	GLM	Communications with Peak, B. Rosenthal, Z. Smith, J. Langdon regarding sales process.	0.50	212.50
03/23/20	HBC	Review and organize cure objections on Gastios, NPR and Store.	1.20	606.00
03/23/20	HBC	Meet and confer with Peak on sale status.	0.70	353.50
03/24/20	ZHS	review email from DLA regarding stalking horse deposit, and email G. Mathless regarding same.	0.10	77.50
03/24/20	ZHS	emails J. Wolf and J. Langdon regarding NDA's.	0.10	77.50
03/24/20	GLM	Correspondence with JPM, DLA regarding escrow account deposit.	0.20	85.00
03/24/20	GLM	Correspondence with D. Bagley regarding new escrow	0.10	42.50

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account for potential bidder.				
03/24/20	GLM	Correspondence with Z. Smith, J. Langdon regarding NDA comments.	0.10	42.50
03/24/20	GLM	Correspondence with Peak, H. Crabtree, MERU, Z. Smith regarding MOD sale process, WARN act issues.	0.30	127.50
03/24/20	HBC	Negotiate cure costs with various landlords.	0.60	303.00
03/24/20	HBC	Update and revise summary of cure objections.	0.40	202.00
03/25/20	JXW	Correspondence with counsel to landlord of an unexpired lease regarding identities of successful bidders.	0.20	54.00
03/25/20	RED	Telephone conference regarding Sonic and MOD sale process.	0.40	130.00
03/25/20	GLM	Call with Kirkland (counsel for potential bidder) regarding comments to NDA.	0.40	170.00
03/25/20	GLM	Review and provide comments on NDA.	0.40	170.00
03/25/20	GLM	Communications with Peak, J. Langdon, Z. Smith, B. Rosenthal regarding NDA.	0.30	127.50
03/25/20	GLM	Correspondence with Peak, Z. Smith, B. Rosenthal, JPM regarding potential bidder escrow account, KYC.	0.30	127.50
03/25/20	GLM	Call with Peak regarding sale process.	0.30	127.50
03/25/20	GLM	Correspondence with Peak, MERU, Z. Smith, J. Langdon regarding bid for certain Alabama sonic stores.	0.30	127.50
03/25/20	ZHS	emails G. Mathless regarding NDA's.	0.50	387.50
03/25/20	ZHS	emails Peak regarding Sonic sale process.	0.60	465.00
03/25/20	ZHS	emails J. Wu, G. Mathless, H. Crabtree, and J. Langdon regarding leases in connection with Sonic sale.	0.30	232.50
03/25/20	ZHS	emails Peak regarding Sonic sale process.	0.60	465.00
03/25/20	ZHS	emails S. Velazquez regarding Sonic sale process and information to be provided to FTI.	0.40	310.00
03/25/20	ZHS	emails G. Mathless regarding escrow.	0.40	310.00

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03/25/20	HBC	Call with BHT ReSources, counsel to non-expired lease party, regarding qualified and successful bidders and general questions about the bankruptcy case.	0.30	151.50
03/25/20	HBC	Respond to questions from 1810 Landlord on insurance.	0.50	252.50
03/25/20	HBC	Discussion with MERU and Peak regarding Buyer outreach summary.	0.60	303.00
03/26/20	JXW	Correspondence with BHT ReSources, counsel to non-expired lease party, regarding call to discuss bidders and bankruptcy case questions.	0.10	27.00
03/26/20	JXW	Teleconference with BHT ReSources, counsel to unexpired lease party, regarding qualified bidders and general questions regarding bankruptcy case.	0.30	81.00
03/26/20	RED	Final review of MOD CIM.	0.80	260.00
03/26/20	GLM	Correspondence with Z. Smith, DLA, Bridge, Committee, Peak regarding bid for certain Alabama sonic stores.	0.20	85.00
03/26/20	GLM	Correspondence with Peak, R. Dyer regarding MOD CIM.	0.10	42.50
03/26/20	ZHS	emails D. Bagley regarding LOI and qualified bid status.	0.40	310.00
03/26/20	ZHS	email from/to B. Sandler regarding Sonic bid status and questions.	0.10	77.50
03/26/20	ZHS	emails B. Rosenthal regarding Sonic sale process (.4); emails Peak regarding Sonic sale process (.3).	0.70	542.50
03/26/20	HBC	Call with Attorney Solomon re landlord issues.	0.30	151.50
03/26/20	HBC	Coordinate with landlord 1810's counsel regarding landlord issues.	0.20	101.00
03/27/20	GLM	Correspondence with Peak, Bridge, MERU, DLA regarding sale.	0.30	127.50
03/27/20	ZHS	emails B. Rosenthal and D. Bagley regarding Sonic sale process and preparation for sale hearing.	0.60	465.00
03/27/20	ZHS	emails B. Rosenthal and H. Crabtree regarding Sonic leases.	0.60	465.00
03/27/20	HBC	Correspondence and discussion regarding bids and cancellation of auction.	0.20	101.00

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03/28/20	GLM	Correspondence with committee, Z. Smith regarding no qualified bids received.	0.10	42.50
03/28/20	ZHS	email from/to S. Cho regarding notice of cancellation of auction and successful bidder.	0.10	77.50
03/29/20	GLM	Correspondence with H. Crabtree, Z. Smith regarding notice of canceled auction.	0.10	42.50
03/29/20	HBC	Draft, review and revise notice of canceled auction.	0.40	202.00
03/30/20	JXW	Follow-up correspondence with counsel to unexpired lease regarding bidding updates.	0.10	27.00
03/30/20	GLM	Communications H. Crabtree and Z. Smith regarding cancellation of auction.	0.10	42.50
03/30/20	GLM	Review and analyze APA in connection with B. Rosenthal question.	0.10	42.50
03/30/20	GLM	Correspondence with B. Rosenthal regarding APA terms.	0.10	42.50
03/30/20	GLM	Correspondence with Peak, MERU regarding call to discuss sale process, status.	0.20	85.00
03/30/20	GLM	Correspondence with H. Crabtree regarding service of notice of amended hearing and cancellation of auction.	0.10	42.50
03/30/20	ZHS	review and revise notice of successful bidder and cancellation of auction (.6); emails H. Crabtree regarding process related to same (.6).	1.20	930.00
03/30/20	DBW	Correspondence with counsel for North American Development Company regarding discounted cure amount.	0.50	237.50
03/30/20	ZHS	emails D. Bagley regarding call to discuss sale process next steps.	0.30	232.50
03/30/20	HBC	Coordinate with Court and parties on sale hearing in light of pandemic.	0.30	151.50
03/30/20	HBC	Draft, review and revise notice of hearing with respect to sale hearing and announcement by Court.	0.30	151.50
03/30/20	HBC	Review, revise and file notice of auction cancellation.	0.20	101.00
03/31/20	ZHS	t/c M. Elliott, S. Velazquez, B. Rosenthal, and J. Langdon regarding Sonic sale hearing preparation.	0.40	310.00

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03/31/20	ZHS	email R. Dyer, G. Mathless, J. Langdon, H. Crabtree, and J. Wu regarding Sonic sale hearing preparation.	0.30	232.50
03/31/20	GLM	Call with Peak regarding sales process.	0.30	127.50
03/31/20	RED	Review issues regarding proffer at sale hearing; communications with debtor regarding same.	1.40	455.00
03/31/20	ZHS	email from/to S. Cho regarding Sonic sale closing.	0.20	155.00
03/31/20	GLM	Correspondence with H. Crabtree, Z. Smith, Peak, S. Cho, R. Dyer regarding sale closing, hearing.	0.20	85.00

**Total Services:** **151.70** **\$77,068.50**

David B. Wheeler	0.50	hours at	475.00	=	\$237.50
Paul J. Peralta	0.40	hours at	585.00	=	\$234.00
Marcus S. Lee	3.10	hours at	575.00	=	\$1,782.50
Zachary H. Smith	33.10	hours at	775.00	=	\$25,652.50
Hillary B. Crabtree	16.90	hours at	505.00	=	\$8,534.50
James R. Langdon	12.50	hours at	735.00	=	\$9,187.50
Reid E. Dyer	24.00	hours at	325.00	=	\$7,800.00
Michael C. Tarwater	1.50	hours at	350.00	=	\$525.00
Gabriel L. Mathless	44.00	hours at	425.00	=	\$18,700.00
John T. Floyd	1.10	hours at	430.00	=	\$473.00
Joanne Wu	14.60	hours at	270.00	=	\$3,942.00

**Total (100%) of Fees:** **77,068.50**

**90% of Total Fees:** **69,361.65**

Long-Distance Telephone	18.00
Computer Aided Research	534.60
Wire Transfer Fee	15.00
<b>Total Expenses:</b>	<b>567.60</b>

**TOTAL AMOUNT DUE:** **\$69,929.25**

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Terms	Net 30 Days

**File No. 037179.000026**

**Re: Case Administration and Business Operations**

02/21/20	ZHS	review and revise Peak retention application.	0.80	620.00
02/21/20	ZHS	emails Pachulski regarding introductory call.	0.40	310.00
02/21/20	ZHS	emails DLA and Bridge regarding Peak retention application.	0.60	465.00
02/21/20	ZHS	emails L. Simpson regarding coordination with respect to lease rejection.	0.20	155.00
02/21/20	ZHS	review email from utility counsel (.1); email J. Wu regarding same (.1).	0.20	155.00
02/23/20	ZHS	emails B. Rosenthal, J. Langdon, and G. Mathless regarding introductory call with Committee.	0.30	232.50
03/02/20	JXW	Revise Peak retention order to incorporate Committee comments.	1.10	297.00
03/02/20	JXW	Attention to correspondence regarding proposed interim compensation order and Committee's comments to the same.	1.10	297.00
03/02/20	GLM	Call with Sonic, Bridge, Committee regarding bidding procedures objections, stalking horse agreement, DIP objection.	0.80	340.00
03/02/20	JXW	Correspondence with utilities counsel and MERU regarding utilities accounts and counsel's questions.	1.30	351.00
03/02/20	JXW	Update interim compensation order to add language requested by Committee.	0.60	162.00
03/02/20	ZHS	emails J. Wu regarding notice of final DIP hearing (.2); review and revise notice (.2); further emails J. Wu regarding finalization and filing of same (.2); emails Stretto regarding service of same (.1).	0.70	542.50
03/02/20	GLM	Correspondence H. Crabtree regarding schedules/sofas.	0.20	85.00
03/02/20	HBC	Review Knoxville Utilities objection and proposed stipulation.	0.30	151.50
03/02/20	HBC	Assist J. Wu with Piedmont Natural Gas negotiations.	0.20	101.00
03/03/20	JXW	Attention to correspondence regarding proposed Peak retention order and March 4 hearing on DIP and Bidding	0.80	216.00

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Procedures motion.					
03/03/20	ZHS	review, revise, and circulate Peak retention order.	0.50	387.50	
03/03/20	ZHS	review and revise Interim Compensation Procedures Order (.5); circulate same to all parties (.2).	0.70	542.50	
03/03/20	ZHS	t/c B. Rosenthal regarding business operational issues.	0.40	310.00	
03/03/20	ZHS	emails J. Langdon and B. Rosenthal regarding liquidity management.	0.50	387.50	
03/03/20	GLM	Communications with J. Wu, MERU regarding utilities adequate assurance issues.	0.20	85.00	
03/03/20	GLM	Communications with Stretto regarding service questions.	0.20	85.00	
03/03/20	HBC	Respond to questions on interim comp order.	0.30	151.50	
03/03/20	HBC	Respond to utilities questions regarding Georgia Power and Piedmont Natural Gas utility companies.	0.20	101.00	
03/04/20	JXW	Read recent supreme court case and summarize in memo to Z. Smith regarding nunc pro tunc.	1.50	405.00	
03/04/20	GLM	Correspondence with R. Johnson regarding utilities adequate assurance.	0.10	42.50	
03/04/20	GLM	Communications Z. Smith regarding notice of commencement filing and service.	0.20	85.00	
03/04/20	GLM	Communications regarding EINCap litigation, stay of same.	0.30	127.50	
03/04/20	GLM	Communications regarding notice of commencement issue.	0.20	85.00	
03/04/20	GLM	Correspondence with Stretto regarding call to discuss service questions.	0.10	42.50	
03/04/20	GLM	Analysis of recent SCOTUS case regarding nunc pro tunc orders.	0.40	170.00	
03/04/20	ZHS	emails utility counsel regarding adequate assurance (.5); emails B. Rosenthal and A. Miller regarding same (.4); emails J. Wu regarding same (.3).	1.20	930.00	
03/04/20	ZHS	emails S. Abel regarding interim compensation order.	0.30	232.50	
03/04/20	ZHS	emails A. Kenny regarding case commencement notice (.5);	1.00	775.00	

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emails A. Tsai regarding same (.5).

03/04/20	ZHS	emails H. Crabtree regarding insurance policies.	0.20	155.00
03/04/20	HBC	Review and provide comments on Kingsport settlement agreement.	0.10	50.50
03/04/20	HBC	Respond to Bankruptcy Administrator on insurance questions and coordinate with broker.	0.30	151.50
03/04/20	HBC	Review correspondence on notice of commencement, respond to bankruptcy administrator.	0.20	101.00
03/05/20	JXW	Check status of interim comp..	0.10	27.00
03/05/20	JXW	Call with Stretto regarding service of sale and cure notices.	0.60	162.00
03/05/20	JXW	Attention to correspondence (.5); correspondence with utilities counsel (1.0) and coordinate payment info with MERU (.5).	2.00	540.00
03/05/20	JXW	correspondence with court clerk regarding uploaded interim comp order and issues pertaining to the same (.6); upload interim comp order (.2).	0.80	216.00
03/05/20	JXW	Correspondence with utilities counsel and MERU regarding accounts and adequate assurance payments.	0.20	54.00
03/05/20	RED	Review issue regarding turnover of credit card proceeds and options for resolving.	2.80	910.00
03/05/20	RED	Review correspondence with utilities counsel (.5); correspondence with utilities counsel (1.0) and coordinate payment info with MERU (.5).	2.00	650.00
03/05/20	GLM	Call with Stretto regarding servicing bidding procedures documents.	0.50	212.50
03/05/20	GLM	Correspondence with Stretto, Z. Smith regarding scheduling call to discuss servicing, servicing matters.	0.20	85.00
03/05/20	GLM	Communications R. Dyer regarding credit card processor issue.	0.20	85.00
03/05/20	GLM	Communications regarding utilities' requests for additional adequate assurance.	0.20	85.00
03/05/20	HBC	Review insurance policies to note all debtors as additional	1.10	555.50

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insured and summarize for Bankruptcy Administrator.

03/05/20	HBC	Assist with Duke Energy and Piedmont Natural Gas utilities reconciliation.	0.20	101.00
03/05/20	HBC	Coordination on schedules and SOFA, prepare summary and excel charts.	2.30	1,161.50
03/06/20	JXW	correspondence with Debtors and utilities company regarding utilities accounts.	1.10	297.00
03/06/20	RED	Revise demand letter regarding turnover of credit card proceeds.	1.10	357.50
03/06/20	GLM	Correspondence regarding First Data stay violation.	0.20	85.00
03/06/20	GLM	Communications regarding utility requests for additional adequate assurance.	0.20	85.00
03/06/20	HBC	Assist with Allstream utility correspondence.	0.20	101.00
03/06/20	HBC	Finalize excels, powerpoint and memo on SOFA prep, coordination on same.	1.10	555.50
03/08/20	ZHS	Email H. Crabtree regarding 341 meeting.	0.20	155.00
03/08/20	HBC	Respond to questions regarding SOFA and schedule status.	0.20	101.00
03/09/20	JXW	Incorporate committee's comments in utilities stipulation.	1.00	270.00
03/09/20	RED	Resolve issue regarding credit card payments.	2.20	715.00
03/09/20	ZHS	Emails and o/c G. Mathless regarding NRP rent payment status.	0.30	232.50
03/09/20	MP	Interoffice regarding Stipulation, Judgment and recent docket.	0.30	60.00
03/09/20	MP	Analyze docket to identify Stipulation, Judgment and determine next course of action.	0.30	60.00
03/09/20	GLM	Correspondence regarding First Data stay violation.	0.20	85.00
03/09/20	GLM	Review and analyze utilities order.	0.20	85.00
03/09/20	GLM	Review, revise and provide comments on draft adequate assurance stipulation.	0.30	127.50

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03/09/20	GLM	Correspondence with DLA, Bridge, Committee, MERU regarding utilities stipulation.	0.20	85.00
03/09/20	GLM	Communications with NRP counsel, MERU regarding NRP real estate taxes, March rent.	0.30	127.50
03/09/20	HBC	Discussion regarding First Data cure violation.	0.20	101.00
03/09/20	HBC	Review Kingsport utility company stipulation and comment on same.	0.30	151.50
03/09/20	HBC	Commence work on schedules and SOFA for SD-Missouri.	1.10	555.50
03/09/20	HBC	Assist with various utilities correspondence, Piedmont, Duke, Bridgeport.	0.60	303.00
03/10/20	JXW	Review letter sent by utilities (.2); call with MERU on the same (.2); correspondence with other utilities counsel (.6).	1.00	270.00
03/10/20	JXW	Prepare and file notice of case commencement.	0.70	189.00
03/10/20	JXW	Discuss utilities stipulation with Gabe and revise (.2); coordinate with clerk of court to schedule hearing (.2). Phone call with utilities counsel regarding adequate assurance payments (.2). Draft motion for stipulation (1.0).	1.60	432.00
03/10/20	JXW	Attention to correspondence regarding signoff on draft utilities stipulation.	0.10	27.00
03/10/20	RED	Communications MERU regarding resolution of credit card issue.	0.50	162.50
03/10/20	JXW	Draft, review and revise notice of case commencement; file the same.	0.70	189.00
03/10/20	ZHS	Emails A. Kenny regarding case commencement notice.	0.60	465.00
03/10/20	ZHS	Draft, review, and revise notice of filing of finalized case commencement notice, and finalized notice of commencement (1.5); emails J. Wu regarding same (.6); emails Stretto regarding same (.5); emails H. Crabtree regarding same (.2).	2.80	2,170.00
03/10/20	ZHS	Emails A. Cohen regarding utility adequate assurance request.	0.20	155.00
03/10/20	ZHS	Emails A. Kenny regarding creditor inquiry and response letter.	0.10	77.50

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03/10/20	ZHS	Emails R. Dyer regarding First Data status.	0.20	155.00
03/10/20	GLM	Office conference with J. Wu regarding utilities stipulation, calculations.	0.30	127.50
03/10/20	GLM	Provide comments on draft utilities stipulation motion, stipulation.	0.60	255.00
03/10/20	GLM	Correspondence with MVA team, MERU, committee regarding utilities stipulation.	0.50	212.50
03/10/20	GLM	Review and analyze utilities order.	0.20	85.00
03/10/20	HBC	Start work on utilities settlements and reconciliation.	0.90	454.50
03/10/20	HBC	Respond to question on SOFA and schedules.	1.10	555.50
03/11/20	JXW	Incorporate revisions to utilities stipulation motion (2.5); correspondence with other utilities regarding stipulation (.5); coordinate with court to scheduling hearing (.7).	3.70	999.00
03/11/20	RED	Communications with First Data regarding status of credit card proceeds.	0.40	130.00
03/11/20	ZHS	Emails B. Rosenthal regarding discussion with S. Berger (Y. Goldman counsel).	0.20	155.00
03/11/20	ZHS	T/c S. Berger regarding case status.	0.50	387.50
03/11/20	ZHS	Emails Stretto regarding service of pleadings and orders.	0.30	232.50
03/11/20	ZHS	Email from/to A. Cohen regarding Stretto payment process.	0.10	77.50
03/11/20	GLM	Office conference with J. Wu regarding comments to stipulation motion.	0.20	85.00
03/11/20	GLM	Correspondence with J. Wu, H. Crabtree, Stretto, Z. Smith, utility counsel regarding utilities stipulation.	0.50	212.50
03/11/20	GLM	Review utilities order.	0.20	85.00
03/11/20	GLM	Communications with B. Rosenthal regarding staffing report.	0.20	85.00
03/11/20	HBC	Negotiate Kingsport stipulation.	0.30	151.50
03/11/20	HBC	Respond to questions on SOFA's.	1.10	555.50

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03/11/20	HBC	Coordinate with Bankruptcy Administrator of 341 meeting with respect to pandemic.	0.30	151.50
03/12/20	JXW	Revise utilities motion and stipulation.	0.10	27.00
03/12/20	JXW	Attention to correspondence regarding Stretto retention order and process for payment..	0.30	81.00
03/12/20	JXW	Revise utilities stipulation motion and stipulation.	1.10	297.00
03/12/20	GLM	Confirm various case deadlines.	0.10	42.50
03/12/20	GLM	Correspondence H. Crabtree regarding 341 meeting.	0.10	42.50
03/12/20	GLM	Correspondence H. Crabtree regarding revised utilities stipulation motion.	0.10	42.50
03/12/20	HBC	Coordination of videoconference with Bankruptcy Administrator for 341, notice procedures, dates for continued meeting.	0.50	252.50
03/12/20	HBC	Respond to question on employee matters and proposed KERP.	0.30	151.50
03/12/20	HBC	Review utilities status and coordinate with counsel for Piedmont, Kingston and Duke utility companies.	1.60	808.00
03/12/20	HBC	Conference call to discuss schedules and SOFA.	1.40	707.00
03/13/20	JXW	Correspondence with MERU regarding utilities counsel's questions.	0.10	27.00
03/13/20	GLM	Call, correspondence with creditors regarding filing claim.	0.30	127.50
03/13/20	GLM	Correspondence regarding NRP rent payments for March.	0.10	42.50
03/13/20	HBC	Work on SD-Missouri schedule and SOFA.	1.50	757.50
03/13/20	HBC	Respond to Stretto regarding service questions.	0.20	101.00
03/13/20	HBC	Work on SD-Charlotte schedules and SOFA.	1.30	656.50
03/13/20	HBC	Work on SD Restaurant schedule and SOFA, discuss employee issues.	1.30	656.50
03/13/20	HBC	Work on RTHT SOFA and Schedules.	1.30	656.50
03/13/20	HBC	Work on Southern Deli schedule and SOFA.	0.50	252.50

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03/13/20	ZHS	emails Pachulski regarding rent payments and leases.	0.40	310.00
03/13/20	ZHS	emails H. Crabtree regarding sales tax issues.	0.50	387.50
03/13/20	ZHS	emails B. Rosenthal regarding Stretto invoice procedures and Order approving Stretto retention.	0.50	387.50
03/16/20	JXW	Correspondence regarding utilities; summarize utilities issues; create excel sheet comparing utility payments.	2.50	675.00
03/16/20	ZHS	emails H. Crabtree regarding schedules/sofas extension motion.	0.30	232.50
03/16/20	GLM	Correspondence with H. Crabtree, Z. Smith, primary constituencies regarding extension to file Debtor schedules, SOFAs.	0.20	85.00
03/16/20	GLM	Correspondence with Z. Smith, B. Rosenthal, H. Crabtree regarding cure amounts, claims.	0.30	127.50
03/16/20	HBC	Communications Z. Smith and MERU regarding one week extension to file schedules.	0.80	404.00
03/16/20	HBC	Prepare and file motion for extension of time to file schedules.	1.30	656.50
03/16/20	HBC	Review internal summary of utilities issues and coordination of settlements.	0.70	353.50
03/16/20	HBC	Respond to questions on Schedules and SOFA.	1.90	959.50
03/16/20	HBC	Prepare and upload extend schedule order.	0.20	101.00
03/17/20	JXW	Review and confirm utilities payments in excel sheet for discussions with utilities counsel.	0.60	162.00
03/17/20	RED	Revise stipulation, motion, and proposed order resolving 366 request by Georgia Power, Appalachian Power Co, and Kingsport Power Co.	3.00	975.00
03/17/20	ZHS	emails B. Rosenthal regarding MERU retention order and fee statement process.	0.30	232.50
03/17/20	RCB	Prepare spreadsheet of pre-petition litigation for schedules and SOFA.	0.50	275.00
03/17/20	GLM	Correspondence with B. Rosenthal, Z. Smith regarding creditor claim represented by Kullman law firm.	0.30	127.50

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03/17/20	GLM	Communications with MVA team regarding 341 meeting.	0.20	85.00
03/17/20	GLM	Correspondence with H. Crabtree, Z. Smith regarding motion to reject unassumed contracts.	0.10	42.50
03/17/20	GLM	Correspondence with Stretto regarding servicing filings.	0.10	42.50
03/17/20	GLM	Correspondence with landlord regarding bankruptcy treatment.	0.10	42.50
03/17/20	HBC	Webex test run-through with Bankruptcy Administrator for video conference 341 meeting..	0.60	303.00
03/17/20	HBC	Call with Kullman law on prepetition employee lawsuit.	0.30	151.50
03/17/20	HBC	Call with counsel for Piedmont and Duke to reconcile accounts.	0.50	252.50
03/17/20	HBC	Confer and negotiate stipulation with counsel to Appalachian Power and other utility companies.	0.50	252.50
03/17/20	HBC	Work on schedules and SOFA.	3.80	1,919.00
03/17/20	HBC	Correspondence MERU regarding triple net lease.	0.20	101.00
03/17/20	HBC	Draft, review and revise Knoxville stipulation.	0.50	252.50
03/18/20	JXW	Draft notice of hearing re utilities stipulation.	0.30	81.00
03/18/20	JXW	correspondence with MERU regarding process for compensation filings.	0.70	189.00
03/18/20	RED	Prepare stipulation, motion, and proposed order resolving request of Knoxville Utilities Board for adequate assurance.	3.00	975.00
03/18/20	DBW	Evaluate utility adequate assurance issue.	0.30	142.50
03/18/20	GLM	Correspondence with H. Crabtree regarding 341 meeting.	0.10	42.50
03/18/20	GLM	Call with creditor regarding 341 meeting.	0.10	42.50
03/18/20	GLM	Communications with R. Dyer, H. Crabtree, B. Rosenthal, counsel for utility regarding utility stipulation.	0.20	85.00
03/18/20	GLM	Communications with landlords, Z. Smith, B. Rosenthal regarding landlord cure amounts, claim filing process.	0.50	212.50

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03/18/20	HBC	Coordinate on utilities accounts with Piedmont and Duke at rejected Fuzzy locations.	0.70	353.50
03/18/20	HBC	Prepare for and attend 341 meeting.	1.10	555.50
03/18/20	HBC	Finalize and file Kingsport stipulation.	0.50	252.50
03/18/20	HBC	Work on schedules and sofa.	3.90	1,969.50
03/19/20	JXW	Coordinate with MERU regarding utility payments and accounts.	0.30	81.00
03/19/20	RED	Finalize resolution of Knoxville Utilities Board adequate assurance request.	1.10	357.50
03/19/20	ZHS	emails H. Crabtree regarding US Foods.	0.20	155.00
03/19/20	GLM	Correspondence with H. Crabtree, R. Dyer, J. Parker regarding utilities stipulation.	0.20	85.00
03/19/20	GLM	Correspondence with DLA regarding fee reimbursement.	0.10	42.50
03/19/20	RCB	Review pre-petition cases and spreadsheet regarding same.	1.50	825.00
03/19/20	HBC	Prepare for and attend schedules status call with Stretto and Meru.	1.70	858.50
03/19/20	HBC	Correspondence with M. Caskey on piedmont terminations, follow up with landlords.	0.30	151.50
03/19/20	HBC	Finalize and file Knoxville stipulation.	0.40	202.00
03/19/20	HBC	Correspondence with US Foods on postpetition payment status.	0.20	101.00
03/19/20	HBC	Correspondence with BVU on utility deposit.	0.30	151.50
03/19/20	HBC	Follow up on insurance questions from Bankruptcy Administrator.	0.60	303.00
03/19/20	HBC	Discussion with M. Caskey for Duke and Piedmont on application of postpetition deposits.	0.30	151.50
03/19/20	HBC	Work on schedules and SOFA.	2.80	1,414.00
03/20/20	RED	Communications regarding credit card and gift card proceeds from First Data.	0.30	97.50

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03/20/20	GLM	Draft, review and revise MERU staffing report.	1.50	637.50
03/20/20	GLM	Communications with H. Crabtree, Z. Smith, B. Rosenthal regarding MERU staffing report.	0.50	212.50
03/20/20	GLM	Draft, review and revise negative notice for MERU staffing report.	0.50	212.50
03/20/20	GLM	Correspondence with H. Crabtree, Stretto regarding updated cure schedule.	0.10	42.50
03/20/20	GLM	Correspondence with MERU regarding US Foods payments.	0.10	42.50
03/20/20	GLM	Correspondence with committee regarding global settlement.	0.10	42.50
03/21/20	ZHS	emails B. Rosenthal and H. Crabtree regarding KERP.	0.30	232.50
03/21/20	GLM	Correspondence with B. Rosenthal regarding MERU staffing report.	0.10	42.50
03/21/20	HBC	Discuss KERP program with MERU.	0.40	202.00
03/21/20	HBC	Review schedules excel and request information.	1.90	959.50
03/22/20	HBC	Draft, revise and revise KERP motion.	1.50	757.50
03/22/20	HBC	Draft, prepare and forward SOFA 7 and other SOFA sections.	0.40	202.00
03/23/20	JXW	Gather cure objections and forward to MERU for review.	0.40	108.00
03/23/20	JXW	Incorporate MERU's changes to staffing report (.7)Prepare and compile staffing report for filing (.3).	1.00	270.00
03/23/20	JXW	Phone and email correspondence with Bankruptcy Administrator's office regarding fee application submission.	0.10	27.00
03/23/20	RED	Communications with client regarding credit card disbursement issue.	0.60	195.00
03/23/20	JXW	Teleconference with H. Crabtree, Stretto and MERU regarding schedules status.	0.60	162.00
03/23/20	ZHS	email G. Mathless, J. Wu, and H. Crabtree regarding finalization of MERU compensation and staffing reports.	0.10	77.50
03/23/20	ZHS	review and comment on draft KERP retention application (.3); email H. Crabtree regarding same (.1).	0.40	310.00

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03/23/20	ZHS	emails H. Crabtree regarding prepetition claim and creditor need to file proof of claim.	0.20	155.00
03/23/20	GLM	Review and provide comments on draft MERU staffing report.	0.20	85.00
03/23/20	GLM	Correspondence with H. Crabtree, J. Wu, Z. Smith, B. Rosenthal regarding MERU staffing report, notice for same.	0.40	170.00
03/23/20	HBC	Draft, revise and revise Finley motion.	1.60	808.00
03/23/20	HBC	Schedules status call with Stretto and MERU.	1.50	757.50
03/24/20	RED	Communications with First Data and client regarding release of credit card proceeds.	0.60	195.00
03/24/20	ZHS	review and revise motion to correct Finley services agreement with respect to monthly fee (.5); email H. Crabtree regarding same (.1).	0.60	465.00
03/24/20	PJP	Correspondence to H. Crabtree concerning WARN Act statute issues and follow-up conference call with H. Crabtree regarding WARN Act notice obligations in the wake of COVID-19.	0.30	175.50
03/24/20	HBC	Incorporate comments and forward the Finley motion for comment.	0.30	151.50
03/24/20	HBC	Incorporate comments and forward KERP motion for comments.	0.30	151.50
03/24/20	HBC	Discuss WARN Act issues with P. Peralta.	0.40	202.00
03/24/20	HBC	Summarize WARN Act issues and forward same.	0.30	151.50
03/25/20	JXW	Correspondence with Stretto regarding information on counsel to litigation parties for Schedules.	0.30	81.00
03/25/20	GLM	Correspondence with taxing authority, B. Rosenthal regarding potential tax claim.	0.20	85.00
03/25/20	GLM	Correspondence with J. Wu, H. Crabtree regarding landlord issues.	0.10	42.50
03/25/20	HBC	Draft, revise and review form of Global Notes.	1.40	707.00
03/25/20	HBC	Schedules status call with MERU and Stretto.	1.80	909.00
03/26/20	RED	Communications confirming receipt of credit card proceeds.	0.30	97.50

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03/26/20	RCB	Communication regarding pending creditor litigation and related matters for purposes of schedules and SOFA.	0.90	495.00
03/26/20	GLM	Correspondence with Z. Smith, Stretto, H. Crabtree regarding service list.	0.20	85.00
03/26/20	GLM	Correspondence with H. Crabtree, J. Langdon regarding MCA lien filings.	0.10	42.50
03/26/20	ZHS	emails B. Rosenthal and H. Crabtree regarding labor/employment questions related to Sonic and COVID.	0.50	387.50
03/26/20	ZHS	emails R. Dyer regarding First Data status.	0.20	155.00
03/26/20	HBC	Call with IRS on claims issues, notice.	0.50	252.50
03/26/20	HBC	Review and forward Advantage triple net lease and guaranty.	0.30	151.50
03/26/20	HBC	Forward payroll tax report to IRS per request.	0.30	151.50
03/26/20	HBC	Revise and review Global Notes.	0.50	252.50
03/27/20	JXW	Teleconference with H. Crabtree and MERU regarding schedules and SOFAs status update.	0.50	135.00
03/27/20	RED	Communications with First Data and client regarding resolution of credit card proceeds issue.	0.30	97.50
03/27/20	ZHS	emails H. Crabtree regarding Schedules/SOFAS (.3); t/c MERU and H. Crabtree regarding same (.5).	0.80	620.00
03/27/20	HBC	Call to discuss triple net leases and MOD leases.	0.50	252.50
03/27/20	HBC	Call with Stretto and MERU to discuss and review schedules and SOFA.	2.80	1,414.00
03/27/20	HBC	Review, revise and provide comments on SD-Charlotte SOFA.	0.80	404.00
03/27/20	HBC	Review, revise and provide comments on SD-Missouri SOFA.	0.90	454.50
03/27/20	HBC	Review, revise and provide comments on RTHT SOFA.	0.70	353.50
03/27/20	HBC	Review, revise and provide comments on SD Restaurant SOFA.	0.80	404.00

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03/27/20	HBC	Review, revise and provide comments on Southern Deli SOFA.	0.60	303.00
03/28/20	HBC	Correspondence with Bankruptcy Administrator on KERP and Finley motion.	0.20	101.00
03/29/20	JXW	Review and revise draft statements of financial affairs and provide comments.	0.70	189.00
03/29/20	GLM	Correspondence with Z. Smith, H. Crabtree, J. Wu regarding statements of financial affairs.	0.20	85.00
03/29/20	HBC	Review draft Schedules and SOFA (2.0); work on co-debtor issues (1.2).	3.20	1,616.00
03/30/20	JXW	Teleconference with MVA, Stretto and MERU to discuss Schedules and SOFAs ahead of filing.	1.00	270.00
03/30/20	JXW	Review and revise draft statements of financial affairs and provide comments (1.6). Correspondence with G. Mathless on the same and to compare notes (.2).	1.80	486.00
03/30/20	GLM	Call with H. Crabtree, MERU regarding statements of financial affairs.	1.00	425.00
03/30/20	GLM	Comment on draft statements of financial affairs.	1.00	425.00
03/30/20	GLM	Call with J. Wu regarding comments to draft statements of financial affairs.	0.20	85.00
03/30/20	GLM	Provide comments on draft Debtor schedules.	1.00	425.00
03/30/20	GLM	Call with H. Crabtree, MERU regarding draft schedules.	0.30	127.50
03/30/20	GLM	Correspondence with DLA, B. Rosenthal regarding Debtors' response to COVID-19, CARES Act.	0.10	42.50
03/30/20	GLM	Correspondence with H. Crabtree regarding monthly report.	0.10	42.50
03/30/20	GLM	Correspondence with Z. Smith, J. Langdon, H. Crabtree regarding DIP Stipulations, merchant cash agreements.	0.10	42.50
03/30/20	PJP	Preparation for and attendance at call with client to review WARN Act issues associated with COVID-19.	1.10	643.50
03/30/20	ZHS	t/c B. Rosenthal, A. Cohen, H. Crabtree, and P. Peralta, regarding employee and COVID-related considerations.	1.00	775.00

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03/30/20	ZHS	emails H. Crabtree regarding questions related to completion of Schedules/SOFAS.	1.20	930.00
03/30/20	ZHS	emails H. Crabtree regarding KERP motion.	0.20	155.00
03/30/20	HBC	Call with P. Peralta on WARN Act issues and pandemic.	0.40	202.00
03/30/20	HBC	Finalize, prepare and file SD-Charlotte Schedules and SOFA.	2.10	1,060.50
03/30/20	HBC	Finalize, prepare and file SD-Missouri Schedules and SOFA.	2.50	1,262.50
03/30/20	HBC	Finalize, prepare and file RTHT Schedules and SOFA.	1.80	909.00
03/30/20	HBC	Finalize, prepare and file SD Restaurant Schedules and SOFA.	2.00	1,010.00
03/30/20	HBC	Finalize, prepare and file Southern Deli Schedules and SOFA.	1.50	757.50
03/31/20	RED	Prepare, review and revise MOD sale motion outline.	2.90	942.50
03/31/20	ZHS	emails H. Crabtree regarding attorney disclosure.	0.10	77.50
03/31/20	GLM	Communications with counsel to landlord, B. Rosenthal regarding March rent.	0.20	85.00
03/31/20	HBC	Redact bank statements and finalize monthly report for RTHT.	0.80	404.00
03/31/20	HBC	Redact bank statements and finalize monthly report for Southern Deli.	0.50	252.50
03/31/20	HBC	Redact bank statements and finalize monthly report for SD Restaurant.	0.50	252.50
03/31/20	HBC	Redact bank statements and finalize monthly report for SD-Charlotte.	1.30	656.50
03/31/20	HBC	Redact bank statements and finalize monthly report for SD-Charlotte.	1.30	656.50
03/31/20	HBC	Prepare and file attorney disclosure schedules.	0.90	454.50
03/31/20	RED	Communications with debtor and First Data regarding unremitted gift card proceeds.	0.80	260.00
<b>Total Services:</b>			<b>186.50</b>	<b>\$86,860.00</b>

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<i>David B. Wheeler</i>	0.30	<i>hours at</i>	475.00	=	\$142.50
<i>Paul J. Peralta</i>	1.40	<i>hours at</i>	585.00	=	\$819.00
<i>Zachary H. Smith</i>	21.30	<i>hours at</i>	775.00	=	\$16,507.50
<i>Hillary B. Crabtree</i>	86.10	<i>hours at</i>	505.00	=	\$43,480.50
<i>Robert C. Bowers</i>	2.90	<i>hours at</i>	550.00	=	\$1,595.00
<i>Reid E. Dyer</i>	21.90	<i>hours at</i>	325.00	=	\$7,117.50
<i>Gabriel L. Mathless</i>	19.60	<i>hours at</i>	425.00	=	\$8,330.00
<i>Joanne Wu</i>	32.40	<i>hours at</i>	270.00	=	\$8,748.00
<i>Muriel Powell</i>	0.60	<i>hours at</i>	200.00	=	\$120.00

**Total (100%) of Fees:** 86,860.00

**90% of Total Fees** 78,174.00

Computer Aided Research 45.00

**Total Expenses:** 45.00

**TOTAL AMOUNT DUE:** **\$78,219.00**

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**File No. 037179.000027**

**Re: Financing and Relief from Stay Proceedings**

03/01/20	GLM	Correspondence with Z. Smith, J. Wu regarding research for addressing Itria objection to DIP financing, new notice of hearing for DIP.	0.20	85.00
03/02/20	JXW	Draft new notice of hearing for new DIP hearing (.6); circulate to Bridge, DLA, Committee (.5); finalize and file notice of hearing (1.0).	2.20	594.00
03/02/20	GLM	Communications J. Wu regarding notice of hearing for DIP hearing.	0.20	85.00
03/02/20	GLM	Communications with Z. Smith, Peak, B. Rosenthal regarding planning for March 4 hearing on DIP financing.	0.30	127.50
03/02/20	JRL	Correspondence B. Rosenthal regarding budget issues.	0.50	367.50
03/02/20	HBC	Review notice of continued DIP hearing and provide comments on same.	0.20	101.00
03/03/20	GLM	Communications with Pachulski regarding merchant cash advance liens.	0.20	85.00
03/03/20	JRL	Correspondence with Z. Smith and B. Rosenthal re: budget issues.	0.60	441.00
03/03/20	HBC	Review Bridge reply to Itria DIP objection.	0.40	202.00
03/04/20	GLM	Correspondence with Committee regarding Itria replacement lien.	0.10	42.50
03/04/20	ZHS	emails D. Schilli regarding Final DIP Hearing.	0.50	387.50
03/05/20	GLM	Communications J. Langdon regarding resolving Itria DIP objections.	0.40	170.00
03/06/20	GLM	Communications J. Langdon regarding final DIP order, Itria.	0.80	340.00
03/06/20	GLM	Correspondence J. Langdon regarding Libertas lien filings.	0.30	127.50
03/07/20	ZHS	Emails S. Cho and J. Langdon regarding Final DIP Order.	0.30	232.50
03/07/20	GLM	Communications J. Langdon regarding final DIP order.	0.20	85.00
03/08/20	ZHS	Emails J. Langdon regarding revisions to Final DIP Order.	0.20	155.00

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03/08/20	GLM	Communications J. Langdon regarding Final DIP Order.	0.30	127.50
03/09/20	ZHS	Review revised draft of Final DIP Order.	0.60	465.00
03/09/20	ZHS	Emails J. Langdon and G. Mathless regarding revisions to Final DIP Order.	0.30	232.50
03/09/20	ZHS	Review Itria comments to Final DIP Order.	0.30	232.50
03/09/20	ZHS	T/c B. Rosenthal and G. Mathless regarding wind-down budget.	0.50	387.50
03/09/20	ZHS	Emails J. Langdon regarding wind-down budget.	0.20	155.00
03/09/20	GLM	Communications with DLA, Bridge, Pachulski, J. Langdon, Z. Smith, MERU, Itria counsel regarding final DIP Order.	1.00	425.00
03/09/20	GLM	Communications with B. Rosenthal, J. Langdon regarding budget.	0.50	212.50
03/09/20	GLM	Analysis and review of revisions to final DIP order.	0.50	212.50
03/10/20	JXW	Prepare notice of filing for proposed form of final DIP order.	1.40	378.00
03/10/20	ZHS	Emails and office conference with J. Wu regarding filing of notice of proposed Final DIP Order and blackline of Final DIP Order against Interim DIP Order.	1.30	1,007.50
03/10/20	ZHS	Emails B. Rosenthal and J. Langdon regarding DIP Budget.	0.50	387.50
03/10/20	ZHS	Emails J. Langdon and G. Mathless regarding Libertas joinder to Final DIP Order.	0.60	465.00
03/10/20	ZHS	Email from/to D. Schilli regarding Libertas joinder and potential resolution.	0.10	77.50
03/10/20	ZHS	Review and revise notice of filing of proposed Final DIP Order and blackline of Final DIP Order against Interim DIP Order.	0.80	620.00
03/10/20	ZHS	Emails and o/c's J. Wu regarding filing of notice of proposed Final DIP Order and blackline of Final DIP Order against Interim DIP Order.	0.40	310.00
03/10/20	GLM	Communications with DLA, Bridge, Pachulski, J. Langdon, Itria, Libertas regarding DIP order.	1.80	765.00
03/10/20	GLM	Review and revise final DIP order.	1.20	510.00

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03/10/20	GLM	Preparation for final DIP hearing.	0.50	212.50
03/11/20	JXW	Review docket for objections to DIP Motion.	0.20	54.00
03/11/20	ZHS	Emails B. Rosenthal, S. Cho, J. Langdon, G. Mathless, D. Simon, and J. Silvestro, regarding Final DIP Budget and Final DIP Order.	0.60	465.00
03/11/20	ZHS	Emails G. Mathless regarding Final DIP Order.	0.30	232.50
03/11/20	ZHS	Office conference with J. Langdon regarding Final DIP Hearing.	0.20	155.00
03/11/20	GLM	Review and revise final DIP order.	1.20	510.00
03/11/20	GLM	Communications with key constituencies, landlord counsel, Libertas, Itria regarding final DIP order.	1.30	552.50
03/11/20	GLM	Attend and participate in final DIP hearing.	1.30	552.50
03/12/20	GLM	Correspondence J. Langdon regarding status of final DIP order.	0.20	85.00
03/12/20	GLM	Correspondence J. Langdon and MERU regarding DIP budget.	0.20	85.00
03/12/20	ZHS	emails B. Rosenthal and J. Langdon regarding DIP budget.	0.60	465.00
03/13/20	GLM	Review and revise funding request.	0.30	127.50
03/13/20	GLM	Communications with J. Langdon, MERU, DLA, Pachulski, and Bridge regarding DIP Budget.	0.50	212.50
03/13/20	GLM	Correspondence DLA regarding funding request.	0.10	42.50
03/13/20	ZHS	emails B. Rosenthal and J. Langdon regarding DIP budget.	0.60	465.00
03/14/20	GLM	Correspondence regarding DIP budget, filing final DIP order.	0.10	42.50
03/15/20	GLM	Finalize and file final DIP order.	0.50	212.50
03/15/20	GLM	Correspondence DLA regarding funding request.	0.20	85.00
03/16/20	GLM	Correspondence with Z. Smith, DLA regarding funding request.	0.20	85.00
03/16/20	GLM	Review and revise funding request.	0.10	42.50

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03/16/20	GLM	Correspondence with C. Badger regarding DIP order.	0.10	42.50
03/17/20	ZHS	emails G. Mathless regarding funding request.	0.60	465.00
03/17/20	GLM	Review and revise funding request.	0.20	85.00
03/17/20	GLM	Correspondence with DLA, B. Rosenthal, Z. Smith regarding funding request, final DIP advance.	0.30	127.50
03/18/20	GLM	Correspondence with B. Rosenthal regarding final DIP advance.	0.10	42.50
03/23/20	ZHS	email H. Crabtree and J. Langdon regarding DIP order and carve-out.	0.10	77.50
03/26/20	GLM	Correspondence with MERU regarding DIP variance report.	0.10	42.50

**Total Services:** **30.60** **\$16,165.00**

Zachary H. Smith	9.60	hours at	775.00	=	\$7,440.00
Hillary B. Crabtree	0.60	hours at	505.00	=	\$303.00
James R. Langdon	1.10	hours at	735.00	=	\$808.50
Gabriel L. Mathless	15.50	hours at	425.00	=	\$6,587.50
Joanne Wu	3.80	hours at	270.00	=	\$1,026.00

**Total (100%) of Fees:** **16,165.00**

**90% of Total Fees** **14,548.50**

Computer Aided Research **4.90**

**Total Expenses:** **4.90**

**TOTAL AMOUNT DUE:** **\$14,553.40**

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**File No. 037179.000028**

**Re: Fee Proceedings**

03/05/20	GLM	File interim compensation order.	0.20	85.00
03/17/20	ZHS	retrieve and begin review of February fee statements in preparation of MVA first fee statement.	0.80	620.00
03/18/20	HBC	Review Simpson fee statement.	0.20	101.00
03/18/20	HBC	Review MVA fee statement, revisions to same.	0.50	252.50
03/18/20	HBC	Assist MERU with fee statement.	0.40	202.00
03/19/20	JXW	Draft, review and revise first monthly fee statement.	0.50	135.00
03/19/20	HBC	Review and provide comments on draft staffing report.	0.50	252.50
03/20/20	JXW	Call regarding monthly fee statement and walk through billing invoice.	1.40	378.00
03/20/20	JXW	Review and revise monthly fee statement (.7); review interim compensation order for procedure (.2).	0.90	243.00
03/20/20	HBC	Review and comment on draft staffing report.	0.50	252.50
03/20/20	HBC	Review and provide comments on MVA report.	0.10	50.50
03/23/20	ZHS	emails J. Wu regarding BA request with respect to MVA fee statement.	0.10	77.50
03/23/20	JXW	Correspondence with Bankruptcy Administrator's office with revised fee statements incorporating report of hours and amounts on an aggregate basis.	0.10	27.00
03/23/20	HBC	Final review and provide comments on MERU staffing report.	0.30	151.50
03/23/20	HBC	Assist with service of MERU staffing report.	0.10	50.50
03/24/20	JXW	Correspondence with Bankruptcy Administrator regarding fee statements.	0.20	54.00
<b>Total Services:</b>			<b>6.80</b>	<b>\$2,932.50</b>

<i>Zachary H. Smith</i>	0.90	hours at	775.00	=	\$697.50
<i>Hillary B. Crabtree</i>	2.60	hours at	505.00	=	\$1,313.00

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<i>Gabriel L. Mathless</i>	0.20	hours at	425.00	=	\$85.00
<i>Joanne Wu</i>	3.10	hours at	270.00	=	\$837.00

<b>Total (100%) of Fees:</b>	<hr/> <u>2,932.50</u>
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<b>90% of Total Fees</b>	2,639.25
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<b>TOTAL AMOUNT DUE:</b>	<hr/> <u><b>\$2,639.25</b></u>
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**File No. 037179.000031**

**Re: Litigation**

03/04/20	RCB	Communication regarding EIN lawsuit and related matters.	0.40	220.00
03/04/20	ZHS	emails Kasowitz regarding EIN (MCA) litigation (.4); emails EIN counsel regarding same (.7).	1.10	852.50
03/05/20	RCB	Consultation Z. Smith regarding and preparation of suggestion of bankruptcy.	0.80	440.00
03/05/20	MP	Analyze docket to determine recent filings and information relating to Judgment and Bill of Costs and next course of action.	0.30	60.00
03/05/20	GLM	Correspondence with B. Bowers, Z. Smith, M. Powell regarding EINCAP litigation.	0.20	85.00
03/05/20	MP	Interoffice Z. Smith regarding Docket, Judgment and Bill of Costs.	0.30	60.00
03/05/20	HBC	Assist with preparing notices of bankruptcy for litigation cases.	0.30	151.50
03/09/20	ZHS	Follow-up regarding EIN automatic stay violation issue.	0.20	155.00
03/09/20	RCB	Communication regarding EIN lawsuit.	0.20	110.00
03/09/20	GLM	Correspondence regarding vacating EIN Cap judgment.	0.10	42.50
03/17/20	ZHS	emails H. Crabtree and B. Rosenthal regarding SD-Missouri lawsuit and contacting OCP counsel for SD-Missouri with respect to same.	0.60	465.00
03/17/20	HBC	Review and analyze employee litigation and draft suggestion of bankruptcy for filing in federal court.	0.40	202.00
03/19/20	JXW	Assist B. Bowers in preparation of list of prepetition lawsuits and relevant information regarding same.	0.70	189.00
<b>Total Services:</b>			<b>5.60</b>	<b>\$3,032.50</b>

<i>Zachary H. Smith</i>	1.90	hours at	775.00	=	\$1,472.50
<i>Hillary B. Crabtree</i>	0.70	hours at	505.00	=	\$353.50
<i>Robert C. Bowers</i>	1.40	hours at	550.00	=	\$770.00

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<i>Gabriel L. Mathless</i>	0.30	hours at	425.00	=	\$127.50
<i>Joanne Wu</i>	0.70	hours at	270.00	=	\$189.00
<i>Muriel Powell</i>	0.60	hours at	200.00	=	\$120.00

<b>Total (100%) of Fees:</b>	<hr/> <u>3,032.50</u>
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<b>90% of Total Fees</b>	2,729.25
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<b>TOTAL AMOUNT DUE:</b>	<hr/> <u><b>\$2,729.25</b></u>
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**File No. 037179.000032**

Re: **Other**

03/06/20	JXW	Call with employee regarding information on SD-Charlotte case.	0.10	27.00
03/06/20	JXW	Call with employee regarding SD-Charlotte case.	0.10	27.00
03/06/20	JXW	Revise case calendar according to the entered bidding procedures order.	0.50	135.00
03/09/20	JXW	Coordinate sending proofs of claim to claims and notice agent.	0.10	27.00
03/16/20	JXW	Attention to correspondence regarding March rent issue.	0.60	162.00
03/17/20	JXW	Update Debtors' calendars with updated dates continued due to coronavirus per court order.	1.20	324.00

<b>Total Services:</b>	<b>2.60</b>	<b>\$702.00</b>
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Joanne Wu	2.60	hours at	270.00	=	\$702.00
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<b>Total (100%) of Fees:</b>	<b>702.00</b>
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<b>90% of Total Fees</b>	<b>631.80</b>
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<b>TOTAL AMOUNT DUE:</b>	<b><u><u>\$631.80</u></u></b>
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## REMITTANCE

**Moore & Van Allen PLLC**

Attorneys at Law

Suite 4700  
100 North Tryon Street  
Charlotte, NC 28202-4003

T 704 331 1000  
F 704 331 1159

Client: Southern Deli  
File No: 037179

Invoice  
Date

**1044904**  
04/20/2020

<b>TOTAL (100%) OF FEES:</b>	<b>\$186,760.50</b>
<b>90% OF TOTAL FEES:</b>	<b>\$168,084.45</b>
<b>TOTAL (100%) OF EXPENSES:</b>	<b>\$617.50</b>
<b>TOTAL AMOUNT DUE:</b>	<b>\$168,701.95</b>

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## INVOICE

**Moore & Van Allen PLLC**

Attorneys at Law

Suite 4700  
100 North Tryon Street  
Charlotte, NC 28202-4003

T 704 331 1000  
F 704 331 1159

SD-Charlotte, LLC et al.  
c/o Brian Rosenthal, Chief Restructuring Officer  
MERU  
1372 Peachtree St.  
Atlanta, GA 30309

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**1048484**  
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File No. 037179.000025  
Re: Asset Transactions

Total Services:	\$134,645.00
Total Expenses:	\$22.30
Total This Matter:	<hr/> \$134,667.30

File No. 037179.000026  
Re: Case Administration and Business Operations

Total Services:	\$45,444.50
Total Expenses:	\$54.00
Total This Matter:	<hr/> \$45,498.50

File No. 037179.000027  
Re: Financing and Relief from Stay Proceedings

Total Services:	\$1,312.00
Total Expenses:	\$0.00
Total This Matter:	<hr/> \$1,312.00

File No. 037179.000028  
Re: Fee Proceedings

Total Services:	\$2,788.50
Total Expenses:	\$0.00
Total This Matter:	<hr/> \$2,788.50

File No. 037179.000029  
Re: Plan and Disclosure

Total Services:	\$8,151.00
Total Expenses:	\$171.00
Total This Matter:	<hr/> \$8,322.00

File No. 037179.000030  
Re: Claims Administration

Total Services:	\$1,018.00
Total Expenses:	\$0.00
Total This Matter:	<hr/> \$1,018.00

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**Total (100%) of Fees:** **\$193,359.00**

**90% of Total Fees:** **\$174,023.10**

**Total (100%) of Expenses:** **\$247.30**

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**TOTAL AMOUNT DUE:** **\$174,270.40**

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**INVOICE**

SD-Charlotte, LLC et al.

c/o Brian Rosenthal, Chief Restructuring Officer  
MERU  
1372 Peachtree St.  
Atlanta, GA 30309Invoice **1048484**  
Date **05/20/2020**  
Page **3****File No. 037179.000025****Re: Asset Transactions**

04/01/20	RED	Review objections to Sonic sale motion and begin preparing order approving sale.	4.50	1,462.50
04/01/20	RED	Prepare, review and revise MOD Pizza sale motion.	2.70	877.50
04/01/20	MSL	Review changes to potential bidder NDA and email G. Mathless regarding comments to same.	0.20	115.00
04/01/20	ZHS	emails G. Mathless and R. Dyer regarding response to email from S. Cho related to Sonic sale, and related planning.	0.60	465.00
04/01/20	GLM	Analysis of comments to NDA.	0.30	127.50
04/01/20	GLM	Correspondence with Peak, M. Lee regarding comments to NDA.	0.20	85.00
04/01/20	GLM	Communications with R. Dyer, Z. Smith, H. Crabtree regarding sale order.	0.50	212.50
04/01/20	GLM	Communications with DLA, H. Crabtree, R. Dyer regarding cure objections.	0.20	85.00
04/01/20	HBC	Draft, review and revise cure list reconciliation.	1.70	858.50
04/01/20	HBC	Draft, review and revise sale documents for sale closing.	1.40	707.00
04/01/20	HBC	Conference call with MERU to discuss sale issues.	1.20	606.00
04/02/20	JXW	Draft and prepare notice of filing of executed APA and redline against previous version filed with the court.	0.50	135.00
04/02/20	RED	Prepare Sonic sale order; review and revise proposed sale order prepared by Sonic.	8.60	2,795.00
04/02/20	ZHS	emails G. Mathless, H. Crabtree, J. Langdon, R. Dyer, and J. Wu regarding sale hearing preparation.	1.00	775.00

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04/02/20	GLM	Communications regarding sale order, cure and adequate assurance objections.	0.60	255.00
04/02/20	GLM	Correspondence with Peak, Z. Smith regarding status, NDAs.	0.10	42.50
04/02/20	GLM	Communications with DLA, Z. Smith, R. Dyer, H. Crabtree, J. Wu regarding filing amended APA, APA schedules.	0.50	212.50
04/02/20	GLM	Review and revise draft sale order.	0.40	170.00
04/02/20	HBC	Negotiate with J. Henderson on adequate assurance issues.	0.50	252.50
04/02/20	HBC	Review and revise cure reconciliation.	0.80	404.00
04/02/20	HBC	Negotiate with landlords on cure amounts.	1.80	909.00
04/02/20	HBC	Assist R. Dyer on sale documents.	1.50	757.50
04/03/20	RED	Revisions to declaration of Peak in support of sale motion (1.8); telephone conferences regarding Sonic sale (1.8); prepare declaration of MERU in support of sale motion (3.0); communications with landlords regarding resolution of objections to sale motion (.5).	7.10	2,307.50
04/03/20	JXW	Phone conference with MVA and MERU teams regarding draft sale order and schedules.	1.50	405.00
04/03/20	JXW	Prepare notice of filing for redlined APA against previous version and executed APA.	0.70	189.00
04/03/20	ZHS	emails S. Cho regarding comments to sale order.	0.40	310.00
04/03/20	ZHS	emails H. Crabtree and G. Mathless regarding filings in support of sale motion.	0.70	542.50
04/03/20	ZHS	emails J. Rosell and G. Mathless regarding Sonic franchise agreement-related language for sale order.	0.20	155.00
04/03/20	ZHS	emails J. Wu and G. Mathless regarding notices for filing of supplemental pleadings in support of sale.	0.60	465.00
04/03/20	ZHS	t/c R. Dyer, H. Crabtree, J. Langdon, and G. Mathless regarding Sonic sale hearing action items.	1.00	775.00
04/03/20	GLM	Coordination, planning call with MVA team regarding Sonic Sale.	0.60	255.00

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04/03/20	GLM	Call with MVA, MERU regarding sale process, hearing.	1.30	552.50
04/03/20	GLM	Communications with DLA, committee, Bridge, MVA team regarding sale order.	0.40	170.00
04/03/20	GLM	Communications with DLA, J. Wu, Z. Smith regarding notice of filing amended APA.	0.20	85.00
04/03/20	GLM	Review and provide comments to draft notice of filing amended APA, redline.	0.30	127.50
04/03/20	GLM	Analysis of matters related to sale proceeds escrow.	0.20	85.00
04/03/20	GLM	Correspondence regarding cure, adequate protection objections, adequate assurance issues.	0.40	170.00
04/03/20	GLM	Correspondence with B. Rosenthal and DLA regarding APA schedules.	0.20	85.00
04/03/20	GLM	Review M. Elliott proffer for sale hearing.	0.10	42.50
04/03/20	GLM	Correspondence with H. Crabtree, Z. Smith regarding escrow account for sale proceeds.	0.10	42.50
04/03/20	GLM	Communications with committee regarding Sonic franchise agreements.	0.20	85.00
04/03/20	GLM	Correspondence with MVA team, other constituencies regarding sale order.	0.30	127.50
04/03/20	HBC	Coordination on form of adequate assurance with B. Duffy.	0.40	202.00
04/03/20	HBC	Call with J. Henderson on sale process and objection.	0.30	151.50
04/03/20	HBC	Participation in multiple conference calls on regarding cure objections and summary.	1.50	757.50
04/03/20	HBC	Call with DLA on sale process, diligence information.	1.10	555.50
04/03/20	HBC	Prepare for and attend sale status call with MERU.	1.40	707.00
04/03/20	HBC	Review, revise and provide comments to sale order.	0.30	151.50
04/03/20	HBC	Review and analyze declarations.	0.20	101.00
04/03/20	HBC	Preparation for sale hearing with summary of objections and resolutions.	1.50	757.50

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04/03/20	HBC	Prepare, review and revise amended cure schedule.	0.40	202.00
04/03/20	HBC	Research and analyze Alabama lien issues in connection with sale.	0.20	101.00
04/04/20	GLM	Correspondence with DLA regarding notice of amended APA, redline.	0.10	42.50
04/04/20	GLM	Correspondence with Z. Smith, H. Crabtree, Committee regarding cure schedule.	0.20	85.00
04/04/20	GLM	Correspondence with H. Crabtree, Z. Smith regarding Alabama tax issue.	0.10	42.50
04/04/20	HBC	Preparation for sale hearing.	0.30	151.50
04/05/20	RED	Finalize declarations in support of sale motion.	0.70	227.50
04/05/20	ZHS	emails R. Dyer regarding declarations in support of sale.	0.50	387.50
04/05/20	ZHS	emails R. Dyer and G. Mathless regarding publication notice in support of sale.	0.20	155.00
04/05/20	ZHS	emails S. Cho regarding Pachulski comments to Sale Order.	0.30	232.50
04/05/20	ZHS	emails H. Crabtree and G. Mathless regarding cure schedule.	0.60	465.00
04/05/20	GLM	Correspondence with MERU, R. Dyer, Z. Smith regarding proffer.	0.30	127.50
04/05/20	GLM	Correspondence with B. Rosenthal, H. Crabtree regarding amended cure schedule, diligence for sale.	0.10	42.50
04/05/20	HBC	Conference calls regarding discussion of sale hearing documents.	0.50	252.50
04/06/20	ZHS	emails H. Crabtree, J. Langdon, R. Dyer, G. Mathless, and J. Wu regarding filing of documents in support of sale and related coordination.	0.80	620.00
04/06/20	ZHS	emails H. Crabtree regarding cure objections.	0.20	155.00
04/06/20	RED	Finalize and prepare notices of filing of declarations and sale order in anticipation of sale hearing.	1.80	585.00
04/06/20	JHM	Prepare charts to insert county and assessment information in connection with 38 real properties, and input into chart.	2.50	487.50

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04/06/20	ZHS	emails D. Simon regarding sale order.	0.10	77.50
04/06/20	ZHS	emails J. Silvestro regarding cure schedule.	0.20	155.00
04/06/20	ZHS	emails M. DiGiacomo (landlord counsel) regarding cure.	0.20	155.00
04/06/20	ZHS	emails R. Dyer and H. Crabtree regarding notices for filing of documents in support of sale.	0.50	387.50
04/06/20	ZHS	emails H. Crabtree regarding adequate assurance issues.	0.70	542.50
04/06/20	GLM	Communications with MVA team regarding sale order, proffers for sale hearing, account for sale proceeds.	0.50	212.50
04/06/20	GLM	Review and revise notice of filing amended APA.	0.10	42.50
04/06/20	GLM	Analysis of DIP order in connection with sale proceeds question.	0.20	85.00
04/06/20	GLM	Correspondence with H. Crabtree, Z. Smith, Stretto, MERU, contract counterparties regarding cure schedule.	0.50	212.50
04/06/20	GLM	Communications with B. Rosenthal, Sonic regarding diligence items.	0.20	85.00
04/06/20	GLM	Communications regarding purported Alabama personal property tax lien.	0.20	85.00
04/06/20	HBC	Calls with various landlords regarding cure objections.	1.10	555.50
04/06/20	HBC	Review and revise cure amendment.	1.20	606.00
04/06/20	HBC	Follow up on Store objection and negotiate with counsel.	1.40	707.00
04/06/20	HBC	Analyze and reconcile lease locations and schedules.	0.70	353.50
04/06/20	HBC	Prepare, review and revise notice of amended APA.	0.40	202.00
04/06/20	HBC	Prepare, review and revise Rosenthal declaration and file the same.	0.60	303.00
04/06/20	HBC	Prepare, review and file Peak declaration.	0.60	303.00
04/06/20	HBC	Prepare, review and file amended APA and notice.	0.60	303.00
04/06/20	HBC	Prepare, review and file cure supplement.	0.60	303.00
04/06/20	HBC	Prepare, review and file proposed sale order.	0.60	303.00

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04/06/20	HBC	Call with DLA regarding rejected leases.	0.30	151.50
04/06/20	HBC	Contact landlords on rejected leases and process.	0.50	252.50
04/06/20	HBC	Call with Alabama tax authority regarding objection.	0.30	151.50
04/07/20	JXW	Sale hearing planning meeting with MVA team.	0.30	81.00
04/07/20	RED	Communications regarding sale order.	0.30	97.50
04/07/20	RED	Communications regarding MOD sale.	0.10	32.50
04/07/20	GLM	Call with DLA, B. Rosenthal regarding sale hearing, cure amounts, sale order.	0.50	212.50
04/07/20	ZHS	emails J. Langdon and H. Crabtree regarding sale hearing preparation.	0.80	620.00
04/07/20	JXW	Teleconference with Peak Franchise regarding status update of Sonic and MOD sales.	0.70	189.00
04/07/20	RED	Telephone conference regarding MOD sale process.	0.70	227.50
04/07/20	ZHS	t/c Peak, J. Langdon, and G. Mathless regarding Sonic and MOD sale processes.	0.80	620.00
04/07/20	ZHS	emails DLA and Pachulski regarding sale order language with respect to Sonic rejection claim (.5); t/c S. Cho regarding same (.2); further emails DLA and Pachulski regarding same (.3).	1.00	775.00
04/07/20	ZHS	t/c J. Langdon, H. Crabtree, and G. Mathless regarding sale hearing preparation and coordination.	0.50	387.50
04/07/20	ZHS	numerous emails Kelley Drye, B. Rosenthal, G. Mathless, J. Langdon, H. Crabtree, D. Simon, and J. Silvestro regarding further edits to Sale Order (1.6); emails J. Langdon, G. Mathless, and H. Crabtree regarding Sale Order and preparation for Sale Hearing (.5).	2.10	1,627.50
04/07/20	GLM	Prepare for hearing on sale, utility stipulation motions.	1.50	637.50
04/07/20	GLM	Correspondence with DLA, MVA team regarding sale hearing, cure amounts.	0.40	170.00
04/07/20	GLM	Communications with NRP, DLA, Committee, Bridge, MVA team regarding sale order.	0.70	297.50

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04/07/20	HBC	Prepare for and attend sale status call with DLA.	1.40	707.00
04/07/20	HBC	Call with Peak on MOD sale process.	0.60	303.00
04/07/20	HBC	Sale hearing preparation.	1.20	606.00
04/07/20	HBC	Review, finalize and file complete cure schedule as amended as exhibit to proposed order.	0.90	454.50
04/07/20	HBC	Call with S. Cho on cure schedule and status.	0.30	151.50
04/07/20	HBC	Discussion regarding executory process on vendor agreements.	0.60	303.00
04/07/20	HBC	Negotiation with Lee County, Alabama revenue commissioner regarding tax issues in relation to sale.	0.30	151.50
04/07/20	HBC	Correspondence on real property tax and CAM issues for Store leases.	0.40	202.00
04/07/20	HBC	Review and revise sale order.	0.30	151.50
04/08/20	ZHS	emails Kelley Drye regarding comments to sale order.	0.40	310.00
04/08/20	ZHS	emails B. Rosenthal, J. Langdon, G. Mathless, and H. Crabtree regarding Sonic sale hearing.	1.00	775.00
04/08/20	ZHS	emails B. Rosenthal, Sonic, DLA, G. Mathless, J. Langdon, and H. Crabtree regarding rejected Sonic leases and transition plans with respect to rejected stores.	0.70	542.50
04/08/20	ZHS	emails G. Mathless regarding sale closing.	0.50	387.50
04/08/20	GLM	Review and revise Sale Order.	0.50	212.50
04/08/20	GLM	Communications with constituencies, Libertas, Itria regarding sale order.	0.80	340.00
04/08/20	HBC	Sale order negotiations with various parties.	0.90	454.50
04/08/20	HBC	Assist with drafting sale documents.	3.20	1,616.00
04/09/20	JXW	Assist G. Mathless in preparing proposed sale order for upload.	0.50	135.00
04/09/20	RED	Telephone conference with MOD regarding sale process.	0.70	227.50

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04/09/20	ZHS	t/c Mod, K. Kobbe, B. Rosenthal, and R. Dyer regarding Mod sale process next steps.	0.90	697.50
04/09/20	ZHS	numerous emails D. Simon, Itria counsel, Libertas counsel, Pachulski, J. Silvestro, and G. Mathless regarding finalization and submission of sale order.	1.50	1,162.50
04/09/20	ZHS	emails Libertas, Itria, and all parties regarding comments to and finalization of sale order.	1.00	775.00
04/09/20	GLM	Communications with constituencies, libertas, Itria regarding sale order.	1.00	425.00
04/09/20	GLM	Attend to finalizing and filing sale order.	0.50	212.50
04/09/20	GLM	Review and revise proposed Sale Order.	0.50	212.50
04/09/20	GLM	Correspondence with H. Crabtree regarding franchise agreements.	0.10	42.50
04/09/20	GLM	Communications with Z. Smith, M. Lee regarding planning for sale closing.	0.20	85.00
04/09/20	GLM	Correspondence with B. Rosenthal, DLA regarding US Foods.	0.10	42.50
04/09/20	HBC	Call with US Foods on sale closing.	0.60	303.00
04/09/20	HBC	Communication with various landlords on cure schedule and sale status.	0.50	252.50
04/09/20	HBC	Review and provide comments on sale order.	0.60	303.00
04/09/20	HBC	Discussion with DLA regarding US Foods..	0.20	101.00
04/10/20	ZHS	emails G. Mathless regarding Sale Order and closing coordination.	0.30	232.50
04/10/20	ZHS	emails G. Mathless regarding sale closing coordination.	0.20	155.00
04/10/20	GLM	Communications with DLA, MERU regarding entry of sale order.	0.20	85.00
04/10/20	GLM	Communications with DLA, B. Rosenthal and M. Tarwater regarding schedules.	0.20	85.00
04/10/20	MCT	Review sale order and APA.	1.20	420.00

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04/10/20	HBC	Review comments on disclosure schedules for Sonic closing.	1.10	555.50
04/10/20	HBC	Coordinate service of sale order and other motions with Stretto.	0.20	101.00
04/11/20	ZHS	Emails D. Simon regarding closing coordination call and closing questions.	0.20	155.00
04/11/20	GLM	Correspondence with DLA, Z. Smith, H. Crabtree regarding sale issues.	0.20	85.00
04/11/20	HBC	Correspondence with DLA on equipment transfer at closed locations and coordination regarding same.	0.30	151.50
04/12/20	ZHS	emails B. Rosenthal, A. Cohen, and MVA Team regarding sale closing coordination call and topics for discussion.	0.50	387.50
04/12/20	GLM	Correspondence with MVA team, MERU regarding sale issues, responses to DLA questions, call to discuss same.	0.30	127.50
04/12/20	HBC	Review documents, closing checklist and preparation for sale closing.	2.60	1,313.00
04/13/20	GLM	Call with MERU, Z. Smith, H. Crabtree regarding issues attendant to closing Sonic sale, planning for call with DLA.	0.60	255.00
04/13/20	MCT	Review APA Schedules.	1.30	455.00
04/13/20	GLM	Communications with JPM regarding new escrow account for sonic sale proceeds.	0.60	255.00
04/13/20	GLM	Begin drafting new escrow agreement for sale proceeds.	0.40	170.00
04/13/20	GLM	Communications with M. Tarwater, B. Rosenthal regarding APA schedules.	0.20	85.00
04/13/20	GLM	Communications regarding DIP payoff in connection with sale closing.	0.20	85.00
04/13/20	GLM	Correspondence with Z. Smith, H. Crabtree, J. Langdon regarding escrow release language for new escrow agreement.	0.30	127.50
04/13/20	HBC	Preparatory call for sale closing process.	1.10	555.50
04/13/20	HBC	Call with DLA on sale closing process.	0.80	404.00
04/13/20	HBC	Assist MERU with diligence request for schedules.	1.10	555.50

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04/14/20	RED	Review multiple communications regarding Sonic sale issues.	0.40	130.00
04/14/20	MSL	Review emails regarding closing and schedules; review and make changes to bill of sale, assignment of leases and assignment and assumption agreement.	0.90	517.50
04/14/20	MCT	Review Bill of Sale, Assignment and Assumption Agreement, and Assignment of Leases and revise same.	1.00	350.00
04/14/20	GLM	Communications with M. Tarwater, B. Rosenthal regarding APA schedules.	0.30	127.50
04/14/20	GLM	Communications with JPM, B. Rosenthal, Z. Smith regarding escrow for Sonic sale proceeds, KYC.	1.00	425.00
04/14/20	GLM	Review and revise draft JPM escrow agreement for sale proceeds.	0.50	212.50
04/14/20	GLM	Communications with B. Rosenthal, MVA team regarding sources and uses.	0.50	212.50
04/14/20	GLM	Review and analyze draft sources and uses.	0.20	85.00
04/14/20	GLM	Correspondence with H. Crabtree, A. Amer, J. Maday regarding diligence issues relating to sale.	0.10	42.50
04/14/20	GLM	Correspondence with H. Crabtree regarding closing checklist.	0.10	42.50
04/14/20	GLM	Communications with H. Crabtree, Z. Smith, M. Tarwater regarding amendment to APA, comments to assignment documents.	0.30	127.50
04/14/20	ZHS	emails K. Druyan (MOD), K. Kobbe, and Peak Team regarding MOD sale process.	0.40	310.00
04/14/20	ZHS	emails H. Crabtree and G. Mathless regarding Sonic sale closing.	0.80	620.00
04/14/20	ZHS	emails Peak regarding MOD sale process.	0.60	465.00
04/14/20	HBC	Update closing checklist and discuss assignments.	0.50	252.50
04/14/20	HBC	Call with Pachulski regarding US Foods.	0.50	252.50
04/14/20	HBC	Plan and strategize on language in asset purchase	0.20	101.00

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agreement on avoidance actions.

04/14/20	HBC	Call with MERU on disclosure schedules to asset purchase agreement.	0.80	404.00
04/14/20	HBC	Negotiate assignment documents for sale with DLA.	0.20	101.00
04/14/20	HBC	Assist on sources and uses document for sale closing.	0.40	202.00
04/14/20	HBC	Review Sonic sale order for necessary process.	0.50	252.50
04/14/20	HBC	Walk through asset purchase agreement with DLA for closing.	1.10	555.50
04/14/20	HBC	Respond to MERU on DIP loan calculation in relation to sale order.	0.20	101.00
04/14/20	HBC	Call with MERU to discuss transition to SRI on the 17th.	1.40	707.00
04/15/20	GLM	Call with Sonic, Committee, MERU regarding Sonic sale, closing.	0.50	212.50
04/15/20	MCT	Call with B. Rosenthal regarding schedules; multiple correspondence with Brian; office conference; draft officer's certificate, resolutions, and FIRPTAs; revise schedules; review Purchaser's officer's certificate.	4.80	1,680.00
04/15/20	MSL	Review emails regarding schedules; review excluded asset schedules and provisions of purchase agreement regarding same; email Mr. Tarwater my comments to excluded assets schedule; review and make changes to FIRPTAs, Officer's Certificate and Seller resolutions.	1.60	920.00
04/15/20	GLM	Review and provide comments to JPM revisions to escrow agreement.	0.30	127.50
04/15/20	GLM	Review and revise escrow agreement for Sonic sale proceeds.	0.30	127.50
04/15/20	GLM	Communications with JPM, B. Rosenthal, MVA team regarding escrow agreement, KYC, account fee.	0.40	170.00
04/15/20	GLM	Review and provide comments on sale closing checklist.	0.20	85.00
04/15/20	GLM	Communications with H. Crabtree, M. Tarwater, Z. Smith regarding closing deliverables, schedules.	0.30	127.50
04/15/20	GLM	Communications with B. Rosenthal, DLA, H. Crabtree, Z.	0.50	212.50

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		Smith regarding assumed, rejected contracts in connection with Sonic sale.		
04/15/20	GLM	Call with B. Rosenthal, MVA team regarding process for closing Sonic sale, next steps.	0.40	170.00
04/15/20	GLM	Review and provide comments on notice of amendment to APA.	0.20	85.00
04/15/20	GLM	Correspondence with DLA, H. Crabtree, M. Tarwater regarding purchaser officer certificate, escrow release instructions, sale documents.	0.20	85.00
04/15/20	GLM	Review draft purchaser officer certificate.	0.10	42.50
04/15/20	ZHS	emails H. Crabtree, G. Mathless, and M. Tarwater regarding Sonic closing.	1.20	930.00
04/15/20	ZHS	emails H. Crabtree regarding APA amendment.	0.80	620.00
04/15/20	HBC	Review and forward tax documents to DLA.	0.40	202.00
04/15/20	HBC	Review and forward bill of sale to DLA.	0.30	151.50
04/15/20	HBC	Review and forward assumption agreement to DLA.	0.30	151.50
04/15/20	HBC	Review executed asset purchase agreement and prepare amendment.	1.30	656.50
04/15/20	HBC	Call with DLA regarding closing process.	0.50	252.50
04/15/20	HBC	Review and revise disclosure schedules to asset purchase agreement.	1.70	858.50
04/15/20	HBC	Coordinate preparation of final assumption list with Stretto and list of un-assumed contracts and leases.	1.20	606.00
04/15/20	HBC	Review and forward sale resolutions to DLA.	0.50	252.50
04/15/20	HBC	Review and forward officer's certificate to DLA.	0.20	101.00
04/15/20	HBC	Prepare and forward notice of assumption list.	0.50	252.50
04/15/20	HBC	Review and forward assumption of leases agreement.	0.30	151.50
04/15/20	HBC	Assist with transition of employee and location transition.	2.10	1,060.50
04/15/20	HBC	Review various food delivery agreements, discuss issues	0.40	202.00

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related to rejection.

04/16/20	AHA	Download Alabama personal property taxes for incorporation on disclosure schedule (.6); inter-office communications regarding same (2.0).	2.60	533.00
04/16/20	JHM	Search for Real Property taxes for property located in Alabama.	0.50	97.50
04/16/20	JHM	Search for real property taxes for property located in North Carolina.	0.30	58.50
04/16/20	JHM	Search for real property taxes for property located in Tennessee.	0.50	97.50
04/16/20	JHM	Search for real property taxes for property located in Virginia.	0.50	97.50
04/16/20	MSL	Review and respond to correspondence regarding Sonic sale process.	0.20	115.00
04/16/20	MCT	Office conference regarding disclosure schedules (1.2); correspondence with DLA Piper regarding same (1.0); prepare and circulate signature packets (.5).	2.70	945.00
04/16/20	GLM	Communications with H. Crabtree, M. Tarwater, DLA, MERU, Peak regarding sale documents, sources and uses, issues related to closing Sonic sale.	1.20	510.00
04/16/20	GLM	Call with MERU, DLA, H. Crabtree regarding process, closing of Sonic sale.	0.20	85.00
04/16/20	GLM	Communications with DLA, JPM regarding escrow account wire instructions.	0.20	85.00
04/16/20	GLM	Communications with J. Wu, B. Rosenthal regarding Peak retention application, payment.	0.20	85.00
04/16/20	GLM	Analysis of Peak retention application in connection with closing payments.	0.20	85.00
04/16/20	ZHS	emails G. Mathless and H. Crabtree regarding Sonic sale closing.	0.80	620.00
04/16/20	HBC	Revisions to disclosure schedule lease descriptions for Sonic sale.	1.60	808.00
04/16/20	HBC	Cross reference contracts and leases with disclosure schedules.	1.80	909.00

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04/16/20	HBC	Coordinate with Stretto for final assumption list.	1.30	656.50
04/16/20	HBC	Finalize and file assumption list.	0.50	252.50
04/16/20	HBC	Review PEAK retention application and agreement.	0.20	101.00
04/16/20	HBC	Negotiate with US Foods on amendment to APA.	0.50	252.50
04/16/20	HBC	Work on real property tax information for disclosure schedule.	0.50	252.50
04/16/20	HBC	Coordinate with M. Tarwater to prepare and forward signature packages for closing.	0.30	151.50
04/16/20	HBC	Correspondence with M. Smith regarding sale closing.	0.10	50.50
04/16/20	HBC	Respond to landlord counsel J. Capitano on sale process and transition.	0.10	50.50
04/16/20	HBC	Assist with closing statement.	0.30	151.50
04/16/20	HBC	Coordinate W-9 tax form for sale.	0.10	50.50
04/17/20	MCT	Multiple correspondence with client and DLA regarding APA schedules (.5); review and revise schedules (.5); review side letter (.2); prepare for closing (.5).	1.70	595.00
04/17/20	GLM	Communications with DLA, JPM, H. Crabtree, M. Tarwater, B. Rosenthal, J. Silvestro, Kelley Drye regarding finalizing APA schedules, closing payments and cure amounts, closing.	2.40	1,020.00
04/17/20	GLM	Review and provide comments to draft side letter regarding open purchase orders.	0.10	42.50
04/17/20	GLM	Review sale documents, schedules in connection with closing.	0.50	212.50
04/17/20	HBC	Negotiations with National Retail Properties on final cure amount.	0.30	151.50
04/17/20	HBC	Correspondence with U.S. Foods over transition from closing and amendment.	0.80	404.00
04/17/20	HBC	Assist with execution of sale documents.	1.10	555.50
04/17/20	HBC	Respond to correspondence and questions from MERU on sale closing.	1.50	757.50

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04/17/20	HBC	Coordination with DLA on disclosure statements for sale closing.	0.90	454.50
04/17/20	HBC	All-hands call to discuss Sonic sale closing process.	0.50	252.50
04/17/20	HBC	Coordinate with M. Smith to obtain executed resolutions.	0.40	202.00
04/18/20	HBC	Attention to correspondence from DLA on closing.	0.10	50.50
04/20/20	RED	Communications with Peak, B. Rosenthal, and MVA Team regarding MOD sale.	0.90	292.50
04/20/20	HBC	Assist with post-closing coordination.	0.10	50.50
04/20/20	GLM	Correspondence with Pachulski regarding sale closing.	0.10	42.50
04/20/20	GLM	Correspondence with Peak regarding asset sale.	0.10	42.50
04/20/20	MCT	Prepare executed FIRPTA's for SD-Charlotte and SD-Missouri.	0.70	245.00
04/20/20	JRL	Correspondence re: MOD sale process.	0.70	514.50
04/20/20	HBC	Assist MERU with cure list and disclosure information.	1.50	757.50
04/20/20	HBC	Transition tasks with MERU and respond to requests from DLA.	1.10	555.50
04/20/20	HBC	Confer with Peak regarding MOD sale process.	0.50	252.50
04/21/20	JRL	Call with MOD Pizza counsel.	0.50	367.50
04/21/20	GLM	Correspondence with DLA, Bridge regarding sale closing, closing statement.	0.30	127.50
04/21/20	GLM	Review and provide comments on draft sale notice.	0.40	170.00
04/21/20	HBC	Draft, review and revise notice of sale and forward to parties for review.	0.40	202.00
04/21/20	HBC	Work with DLA on closing matters, transition questions.	2.60	1,313.00
04/22/20	RED	Prepare MOD bidding procedures (3.7); telephone conference with Peak, B. Rosenthal, Z. Smith, and J. Langdon regarding MOD sale process (.8).	4.50	1,462.50
04/22/20	MCT	Begin drafting Auction APA for MOD Pizza.	3.80	1,330.00

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04/22/20	JRL	Conference call with Peak, B. Rosenthal, Z. Smith, and R. Dyer regarding MOD sale process.	0.80	588.00
04/22/20	HBC	Call with Peak on RTHT sale process.	0.50	252.50
04/22/20	HBC	Call with M. Tarwater to discuss form of RTHT asset purchase agreement, strategy on employees and changes from Sonic asset purchase agreements.	0.70	353.50
04/22/20	HBC	Finalize Sonic sale notice and file same.	0.30	151.50
04/22/20	HBC	Assist with post-closing issues and transition questions.	0.80	404.00
04/23/20	RED	Prepare, review and revise MOD bidding procedures and bidding procedures motion.	6.60	2,145.00
04/23/20	MCT	Continue drafting auction APA for MOD Pizza.	4.30	1,505.00
04/23/20	JRL	Correspondence re: MOD Sale Process structure and issues.	1.10	808.50
04/23/20	HBC	Assist with MOD due diligence process.	0.50	252.50
04/23/20	HBC	Review MOD CIM.	0.30	151.50
04/23/20	HBC	Correspondence regarding lease post-petition payments.	0.30	151.50
04/23/20	HBC	Respond to post-closing Sonic sale questions and transitions.	1.40	707.00
04/24/20	RED	Prepare, revise, and incorporate comments into MOD bidding procedures.	5.80	1,885.00
04/24/20	GLM	Correspondence with Z. Smith, Committee regarding Sonic sale.	0.10	42.50
04/24/20	JRL	Calls and correspondence re: MOD sale process.	1.50	1,102.50
04/24/20	HBC	Review bidding motion, assist R. Dyer in preparation of bidding motion.	0.40	202.00
04/24/20	HBC	Meet and confer with Peak on MOD sale process.	0.50	252.50
04/26/20	JRL	Review documents and correspondence re: bidding procedures for MOD sale.	0.80	588.00
04/26/20	HBC	Correspondence on bidding procedures.	0.20	101.00

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04/27/20	RED	Revise MOD bidding procedures (3.6) and prepare MOD bidding procedures motion (1.7).	5.30	1,722.50
04/27/20	MSL	Review and make changes to auction draft purchase agreement for MOD-Pizza.	3.50	2,012.50
04/27/20	HBC	Review and make changes to the form of APA.	2.90	1,464.50
04/27/20	HBC	Assist R. Dyer with form of bidding procedures.	1.40	707.00
04/28/20	RED	Revise and incorporate additional comments to draft MOD APA.	6.20	2,015.00
04/28/20	HBC	Revise and forward form of asset purchase agreement.	2.50	1,262.50
04/28/20	RED	Prepare, review and revise MOD sale motion.	2.00	650.00
04/28/20	ZHS	emails R. Dyer and H. Crabtree regarding MOD APA.	0.70	542.50
04/28/20	JRL	Correspondence and conference calls re: task list updates and action items.	0.70	514.50
04/28/20	JRL	Review bidding procedures.	0.90	661.50
04/28/20	JRL	Review asset purchase documents.	1.80	1,323.00
04/29/20	RED	Revisions to MOD draft APA (2.6); review issue regarding cure of MOD executory contract (4.2); telephone conference regarding MOD sale (.4); revisions to MOD bidding procedures (2.3).	9.50	3,087.50
04/29/20	MSL	Review and make changes to MOD Pizza purchase agreement (2.0); review and respond to H. Crabtree's email regarding same (.1).	2.10	1,207.50
04/29/20	ZHS	t/c B. Rosenthal regarding preparation for call with Bridge and Committee with respect to MOD bidding procedures.	0.30	232.50
04/29/20	ZHS	t/c Bridge, Pachulski, B. Rosenthal, A. Cohen, and Peak, regarding MOD bidding procedures.	0.70	542.50
04/29/20	ZHS	emails B. Rosenthal, R. Dyer, and H. Crabtree regarding MOD cure amounts.	0.30	232.50
04/29/20	ZHS	emails R. Dyer regarding MOD bidding procedures and motion.	0.50	387.50
04/29/20	JRL	Review and comment on Bidding Procedures matters.	1.30	955.50

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04/29/20	HBC	Call with Peak to discuss MOD sale update.	0.60	303.00
04/29/20	HBC	Assist R. Dyer with bidding procedures motion.	0.70	353.50
04/29/20	HBC	Call with MERU to discuss cure list.	0.50	252.50
04/29/20	HBC	Review MOD distribution agreement.	0.50	252.50
04/29/20	HBC	Review and revise draft form of MOD sale asset purchase agreement.	0.80	404.00
04/30/20	RED	Resolve issues regarding MOD bidding procedures and prepare MOD sale motion and proposed order.	7.50	2,437.50
04/30/20	ZHS	emails R. Dyer, H. Crabtree, J. Langdon, J. Silvestro, and J. Rossell regarding MOD bidding procedures.	0.90	697.50
04/30/20	ZHS	review J. Silvestro email regarding MOD bidding procedures (.1); and emails B. Rosenthal and Pachulski regarding same (.2).	0.30	232.50
04/30/20	ZHS	t/c J. Rossell, B. Rosenthal, J. Langdon, and R. Dyer regarding Bridge comments to MOD bidding procedures.	0.50	387.50
04/30/20	ZHS	t/c J. Langdon and J. Silvestro regarding MOD Bidding Procedures.	0.40	310.00
04/30/20	ZHS	emails R. Dyer and J. Langdon regarding revisions to MOD Bidding Procedures.	0.30	232.50
04/30/20	JRL	Correspondence and conference calls with Bridge and Committee representatives re: Bidding Procedure issues.	1.30	955.50
04/30/20	HBC	Call to discuss bidding procedures and RTHT sale.	0.60	303.00
04/30/20	HBC	Assist on sale procedures drafting and process.	1.50	757.50
<b>Total Services:</b>			<b>288.70</b>	<b>\$134,645.00</b>

<i>Marcus S. Lee</i>	8.50	<i>hours at</i>	575.00	=	\$4,887.50
<i>Zachary H. Smith</i>	30.70	<i>hours at</i>	775.00	=	\$23,792.50
<i>Hillary B. Crabtree</i>	97.60	<i>hours at</i>	505.00	=	\$49,288.00
<i>James R. Langdon</i>	11.40	<i>hours at</i>	735.00	=	\$8,379.00
<i>Reid E. Dyer</i>	75.90	<i>hours at</i>	325.00	=	\$24,667.50

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<i>Michael C. Tarwater</i>	21.50	<i>hours at</i>	350.00	=	\$7,525.00
<i>Gabriel L. Mathless</i>	32.00	<i>hours at</i>	425.00	=	\$13,600.00
<i>Joanne Wu</i>	4.20	<i>hours at</i>	270.00	=	\$1,134.00
<i>Allison H. Amer</i>	2.60	<i>hours at</i>	205.00	=	\$533.00
<i>Janet H. Maday</i>	4.30	<i>hours at</i>	195.00	=	\$838.50

**Total (100%) of Fees:** 134,645.00

**90% of Total Fees:** 121,180.50

Computer Aided Research 22.30

**Total Expenses:** 22.30

**TOTAL AMOUNT DUE:** **\$121,202.80**

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File No. 037179.000026

Re: Case Administration and Business Operations

04/01/20	HBC	Assist with responding to questions from Committee on insurance and other matters.	0.30	151.50
04/01/20	HBC	Assist Stretto with case scheduling and service matters.	0.40	202.00
04/02/20	ZHS	emails H. Crabtree and R. Dyer regarding removal motion.	0.20	155.00
04/03/20	RED	Prepare, revise and review motion to extend time for removal.	2.00	650.00
04/03/20	GLM	Correspondence with MVA team, P. Foy regarding appearances at sale hearing.	0.30	127.50
04/03/20	GLM	Review docket in connection with questions regarding prior filings relating to stalking horse APA.	0.20	85.00
04/03/20	HBC	Review Bankruptcy Administrator analysis and coordinate quarterly fee process.	0.10	50.50
04/03/20	HBC	Draft, review and revise lease rejection for triple net lease.	0.50	252.50
04/03/20	HBC	Draft tax stipulation orders for counterparty review.	0.30	151.50
04/04/20	GLM	Correspondence with Stretto regarding proof of claim form.	0.10	42.50
04/04/20	GLM	Correspondence with P. Foy, M. Elliott regarding telephonic attendance at sale hearing.	0.10	42.50
04/04/20	HBC	Correspondence with Stretto on service issues and schedules.	0.20	101.00
04/05/20	GLM	Correspondence with H. Crabtree regarding agenda for 4/8 hearing.	0.10	42.50
04/05/20	HBC	Summarize motions for utilities stipulations (.3), assist with hearing prep (.2).	0.50	252.50
04/06/20	ZHS	emails R. Jones regarding equity interest inquiry.	0.40	310.00
04/06/20	ZHS	emails D. Simon regarding prepetition sales tax.	0.10	77.50
04/06/20	GLM	Correspondence regarding appearances at April 8 hearing.	0.20	85.00
04/06/20	HBC	Coordinate tax assessment review.	0.20	101.00
04/07/20	AHA	Research tax records regarding property tax assessments.	2.00	410.00
04/07/20	ZHS	emails DLA regarding Sonic lease rejections (.3); emails H. Crabtree regarding lease rejections (.6).	0.90	697.50

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04/07/20	GLM	Correspondence with MERU regarding statements of financial affairs.	0.10	42.50
04/07/20	HBC	Coordinate post-petition rent payment for Gastios.	0.20	101.00
04/07/20	HBC	Coordination with Advantage landlord counsel.	0.50	252.50
04/07/20	HBC	Update objection summary and discuss with DLA and committee.	1.10	555.50
04/07/20	HBC	Correspondence and coordination regarding store closings.	1.90	959.50
04/07/20	HBC	Locate information and respond to Tokyo Marine on insurance issues.	0.30	151.50
04/08/20	GLM	Attend hearing on Sonic sale, utility adequate assurance motions.	1.00	425.00
04/08/20	GLM	Prepare for hearing on Sonic sale, utility adequate assurance motions.	1.00	425.00
04/08/20	RED	Prepare motion to extend time for removal (1.5); revise motion to reject leases (.9).	2.40	780.00
04/08/20	ZHS	emails H. Crabtree regarding confidentiality with Committee.	0.40	310.00
04/08/20	GLM	Correspondence regarding NDA with Committee.	0.10	42.50
04/08/20	HBC	Draft, review and revise lease rejection motion for closed Sonic stores.	1.60	808.00
04/08/20	HBC	Update case deadline memo, schedules for sale closing.	0.70	353.50
04/08/20	HBC	Prepare, review and upload Knoxville utilities stipulation order.	0.50	252.50
04/08/20	HBC	Prepare, review and upload Kingsport utilities stipulation order.	0.50	252.50
04/08/20	HBC	Draft, review and revise motion to reject franchise agreements.	1.40	707.00
04/08/20	HBC	Prepare and upload Kingston utilities stipulation order.	0.50	252.50
04/08/20	HBC	Coordinate store closing and employee matters for rejected locations.	0.60	303.00

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04/09/20	RED	Revise motion to reject franchise agreement (.4); begin preparing motion to retain ordinary course professionals (.9).	1.30	422.50
04/09/20	ZHS	emails H. Crabtree regarding questions on Schedules/SOFAS.	0.50	387.50
04/09/20	ZHS	emails H. Crabtree and J. Wu regarding utility stipulations.	0.10	77.50
04/09/20	ZHS	emails H. Crabtree and R. Dyer regarding coordination of various administrative motions, including OCP motion and Finley motion.	0.40	310.00
04/09/20	MP	Analyze voluminous Bank Statements and prepare same on Court's website for Administrator's review.	1.80	360.00
04/09/20	HBC	Draft, review and revise ordinary course motion.	0.80	404.00
04/09/20	HBC	Print out schedules and prepare for Section 341 meeting.	1.60	808.00
04/09/20	HBC	Review and analyze PACA and 503(b)(9) liens.	1.10	555.50
04/09/20	HBC	Revise triple net lease rejections, sublessor concerns.	0.80	404.00
04/09/20	HBC	Coordinate upload of full bank statements to Bankruptcy Administrator.	0.30	151.50
04/10/20	JXW	Attention to correspondence regarding motion to reject Sonic franchise license agreements.	0.10	27.00
04/10/20	RED	Prepare, review and revise motion to retain ordinary course professionals.	1.40	455.00
04/10/20	ZHS	t/c R. Jones regarding Southern Deli Holdings, LLC question and confirmation of entity (.3); emails H. Crabtree, G. Mathless, and M. Lee regarding same (.2).	0.50	387.50
04/10/20	ZHS	review and revise draft motion to reject Sonic franchise agreements (.3); email H. Crabtree and R. Dyer regarding same (.1).	0.40	310.00
04/10/20	ZHS	emails H. Crabtree and B. Rosenthal regarding Finley motion.	0.50	387.50
04/10/20	MSL	Review and respond to emails regarding DMAC.	0.50	287.50
04/10/20	GLM	Correspondence with H. Crabtree, Z. Smith, M. Lee, MERU regarding DMAC-SD.	0.20	85.00
04/10/20	HBC	Finalize and file motion to correct independent director	1.10	555.50

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agreement.

04/10/20	HBC	Finalize and file motion to reject Sonic franchise agreement.	0.70	353.50
04/10/20	HBC	Assemble exhibits, finalize and file motion to reject leases.	0.90	454.50
04/10/20	HBC	Finalize and file motion to extend time to remove civil actions.	0.30	151.50
04/10/20	HBC	Prepare for and attend telephonic Section 341 meeting.	1.20	606.00
04/12/20	ZHS	emails B. Rosenthal regarding Southern Deli equity interest question (.1); email R. Jones regarding same (.1).	0.20	155.00
04/12/20	HBC	Review DMAC documents, effect on schedules.	0.20	101.00
04/13/20	GLM	Communications with landlord attorney, B. Rosenthal regarding landlord claim of underpayment.	0.20	85.00
04/13/20	HBC	Call with MERU to discuss post-petition rents.	0.20	101.00
04/13/20	HBC	Review case deadlines and work on administrative procedures.	1.90	959.50
04/13/20	HBC	Correspondence regarding triple net lease documentation.	0.20	101.00
04/13/20	HBC	Review Sonic and MOD distributions agreement for privity questions.	0.60	303.00
04/14/20	ZHS	email H. Crabtree regarding inquiry from insurer.	0.10	77.50
04/14/20	HBC	Review Bankruptcy Administrator guidance on quarterly fees (.1), review reports and confirm fee amounts (.3) and discuss process (.2).	0.60	303.00
04/14/20	HBC	Review avoidance actions and viability for vendors with no contracts.	1.30	656.50
04/14/20	HBC	Correspondence with landlords on MOD postpetition rent discrepancy.	0.30	151.50
04/14/20	HBC	Correspondence regarding Tokyo Marine insurance policy.	0.20	101.00
04/15/20	GLM	Call with landlord counsel regarding rent payment.	0.20	85.00
04/15/20	GLM	Correspondence regarding payment of back rent to landlord.	0.10	42.50
04/15/20	HBC	Walk through list of contracts and leases to reject for all debtors with MERU.	0.70	353.50

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04/15/20	HBC	Correspondence with landlords on Mod postpetition rent discrepancy.	0.20	101.00
04/15/20	HBC	Review auto leases, coordinate turnover of vehicles at appropriate locations.	0.70	353.50
04/15/20	HBC	Draft, review and revise motion to reject Seymour, TN lease.	0.70	353.50
04/16/20	JXW	Review payment requirements under the Peak retention order and peak retention application in connection with MERU's question regarding Peak invoice.	0.70	189.00
04/16/20	GLM	Correspondence with A. Cohen regarding landlord payment.	0.10	42.50
04/16/20	GLM	Communications with committee counsel, MVA team regarding challenge period extension.	0.20	85.00
04/16/20	ZHS	email from/to J. Rossell regarding stipulation extending Committee challenge period (.1); review stipulation (.1).	0.20	155.00
04/16/20	HBC	Discussions with J. Henderson and F. Knowlton (.2), finalize and file motion to reject two sonic leases (.9).	1.10	555.50
04/16/20	HBC	Negotiate order rejecting Sonic franchise agreements.	0.60	303.00
04/16/20	HBC	Finalize and file Seymour lease rejection.	0.60	303.00
04/17/20	HBC	Correspondence regarding Infor contract.	0.10	50.50
04/17/20	HBC	Correspondence with J. Samon, counsel for TVT regarding AMEX reimbursement.	0.10	50.50
04/18/20	HBC	Follow up response to J. Samon, counsel for TVT regarding AMEX reimbursement.	0.10	50.50
04/19/20	HBC	Review PACA details from A. Davis related to U.S. Foods.	0.10	50.50
04/20/20	HBC	Draft, review and revise proposed rejection order and forward to opposing counsel.	0.90	454.50
04/20/20	HBC	Review sale status and discuss post-closing tasks.	0.50	252.50
04/20/20	HBC	Draft, review and revise motion to reject auto leases.	0.40	202.00
04/20/20	HBC	Draft, review and revise omnibus contract rejection motion.	0.80	404.00
04/20/20	GLM	Correspondence regarding MERU staffing report.	0.10	42.50

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04/20/20	HBC	Review data requirements and rejection of Infor contract.	0.10	50.50
04/21/20	GLM	Communications with S. Schmidt, Z. Smith regarding call to discuss case.	0.20	85.00
04/21/20	HBC	Discussion of MCA contracts.	0.30	151.50
04/21/20	HBC	Strategy call on engagement of auditor and tax professionals.	0.40	202.00
04/21/20	HBC	Coordinate lease rejection order with J. Henderson and F. Knowlton.	0.70	353.50
04/21/20	HBC	Prepare, review and revise notice of hearing with Court Announcement for April 29 hearing and file.	0.60	303.00
04/21/20	HBC	Work on schedules, revised lease information for Schedule G and DMAC interest.	1.60	808.00
04/21/20	HBC	Draft, review and revise rejection pleadings and review contracts.	1.10	555.50
04/21/20	HBC	Call with T. Guilfoyle on Infor.	0.20	101.00
04/22/20	GLM	Correspondence with committee regarding motion to correct independent director engagement terms.	0.10	42.50
04/22/20	HBC	Call with Pachulski regarding independent director motion and informal objection.	0.40	202.00
04/22/20	HBC	Discuss Committee request on independent director fee with Finley Group and MERU.	0.20	101.00
04/22/20	HBC	Review list with Stretto and MERU for omnibus contract and lease rejection, cross-reference list against schedules.	2.10	1,060.50
04/22/20	HBC	Revise, finalize and file omnibus contract rejection motion.	1.20	606.00
04/22/20	HBC	Prepare sonic franchise rejection order for party review.	0.50	252.50
04/22/20	HBC	Prepare sonic lease rejection order for party review.	0.50	252.50
04/22/20	HBC	Prepare independent director order for party review.	0.50	252.50
04/23/20	JXW	Correspondence Z. Smith regarding research on prepetition sales tax.	0.10	27.00
04/23/20	GLM	Draft, review and revise summary analysis of issues relating	0.50	212.50

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to Itria asserted claims.

04/23/20	GLM	Communications with landlord counsel, MERU, Z. Smith and H. Crabtree regarding landlord rent payments.	0.30	127.50
04/23/20	HBC	Discuss amendment to schedules and seek extension of deadline.	0.50	252.50
04/23/20	HBC	Discuss rejection order with the committee and equipment at closed locations.	0.30	151.50
04/23/20	HBC	Draft monthly report narrative and incorporate into filings.	1.70	858.50
04/23/20	HBC	Call with P. Hage and Clerk of Court to discuss erroneous filing.	0.20	101.00
04/23/20	HBC	Coordinate wire and issuance of quarterly fee trust checks.	0.20	101.00
04/23/20	HBC	Review schedules, sales tax analysis.	0.60	303.00
04/23/20	HBC	Review and revise independent director order.	0.60	303.00
04/24/20	JXW	Call with Z. Smith regarding research into treatment of prepetition sales tax.	0.30	81.00
04/24/20	JXW	Researching the treatment of the prepetition sales tax in ch 11, and to help identify points of negotiating leverage with the taxing authorities.	2.20	594.00
04/24/20	GLM	Correspondence with MVA team regarding merchant cash advance agreements, sales tax issues.	0.20	85.00
04/24/20	JRL	Correspondence re: sales tax issues.	0.40	294.00
04/24/20	HBC	Review and analyze sales tax research.	0.10	50.50
04/24/20	HBC	Review estate proceeds analysis.	0.50	252.50
04/24/20	HBC	Coordinate review of proposed orders with Committee and Bridge.	0.30	151.50
04/24/20	HBC	Preparation for meeting on plan status, cash collateral and sales matters.	0.80	404.00
04/24/20	HBC	Finalize and file quarterly fee reports.	0.40	202.00
04/27/20	GLM	Correspondence regarding NDA for DMAC.	0.10	42.50

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04/27/20	HBC	Call with S. Miller on New Brawley lease issue, forward copies of post-petition payments.	0.50	252.50
04/27/20	HBC	Coordinate with MERU on New Brawley lease payment review.	0.20	101.00
04/27/20	HBC	Review monthly reports and preparation for filing.	1.60	808.00
04/28/20	JXW	Email J. May regarding extension motions for MOD leases.	0.20	54.00
04/28/20	JAM	Confer with Z. Smith, H. Crabtree, R. Dyer and J. Wu on pending motions, deadlines and case administration.	0.90	409.50
04/28/20	HBC	Draft narrative and revise SDH monthly report.	0.60	303.00
04/28/20	HBC	Draft narrative and revise SDC monthly report.	0.80	404.00
04/28/20	HBC	Draft narrative and revise SDM monthly report.	0.80	404.00
04/28/20	HBC	Draft narrative and revise SDR monthly report.	0.50	252.50
04/28/20	HBC	Draft narrative and revise RTHT monthly report.	0.70	353.50
04/28/20	HBC	Finalize and upload Sonic rejection order.	0.30	151.50
04/28/20	HBC	Finalize and upload lease rejection order.	0.30	151.50
04/28/20	HBC	Finalize and upload independent director order.	0.30	151.50
04/28/20	HBC	Draft, review and revise triple net lease rejection motion.	1.50	757.50
04/28/20	GLM	Correspondence with creditor regarding filing proof of claim.	0.10	42.50
04/28/20	ZHS	Review email from Colorado Department of Revenue, and emails B. Rosenthal regarding same.	0.20	155.00
04/29/20	JXW	Draft, review and revise extension motion for remaining unsold Sonic debtors.	1.10	297.00
04/29/20	HBC	Attend teleconference hearing on motion to remove.	1.50	757.50
04/29/20	JXW	Call with J. May regarding preparation of extension motions.	0.30	81.00
04/29/20	HBC	Draft, review and revise removal order and, upload.	0.60	303.00
04/29/20	HBC	Forward lease rejection orders to counsel and coordinate transfer.	0.90	454.50

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Invoice Date Page **1048484**  
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04/29/20	HBC	Coordinate with Stretto on claims register and review same.	1.30	656.50
04/30/20	JXW	Draft, review and revise extension motion for remaining unsold Sonic debtors.	0.90	243.00
04/30/20	JAM	Correspondence regarding filing extension and sale motions.	0.30	136.50
04/30/20	HBC	Download orders and coordinate service with Stretto.	0.30	151.50
04/30/20	HBC	Finalize and file SD-Charlotte monthly report.	0.40	202.00
04/30/20	HBC	Finalize and file SD-Missouri monthly report.	0.40	202.00
04/30/20	HBC	Finalize and file SD Restaurant monthly report.	0.30	151.50
04/30/20	HBC	Finalize and file Southern Deli monthly report.	0.40	202.00
04/30/20	HBC	Finalize and file RTHT monthly report.	0.40	202.00
04/30/20	HBC	Respond to Jones McCloud regarding creditor questions.	0.10	50.50
04/30/20	HBC	Coordinate administrative matters and calendar schedule for upcoming hearings.	0.30	151.50
<b>Total Services:</b>			<b>95.60</b>	<b>\$45,444.50</b>

<i>Marcus S. Lee</i>	0.50	hours at	575.00	=	\$287.50
<i>Zachary H. Smith</i>	5.10	hours at	775.00	=	\$3,952.50
<i>Hillary B. Crabtree</i>	65.80	hours at	505.00	=	\$33,229.00
<i>James R. Langdon</i>	0.40	hours at	735.00	=	\$294.00
<i>Reid E. Dyer</i>	7.10	hours at	325.00	=	\$2,307.50
<i>Gabriel L. Mathless</i>	5.80	hours at	425.00	=	\$2,465.00
<i>Julia A. May</i>	1.20	hours at	455.00	=	\$546.00
<i>Joanne Wu</i>	5.90	hours at	270.00	=	\$1,593.00
<i>Allison H. Amer</i>	2.00	hours at	205.00	=	\$410.00
<i>Muriel Powell</i>	1.80	hours at	200.00	=	\$360.00

**Total (100%) of Fees:** **45,444.50**

**90% of Total Fees:** **40,900.05**

Computer Aided Research 54.00

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**Total Expenses:** **54.00**

**TOTAL AMOUNT DUE:** **\$40,954.05**

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**File No. 037179.000027**

**Re: Financing and Relief from Stay Proceedings**

04/07/20	GLM	Correspondence with Pachulski regarding challenge deadline stipulation.	0.10	42.50
04/21/20	JRL	Review DIP Order.	0.60	441.00
04/27/20	JRL	Review DIP financing and cash collateral documents.	0.60	441.00
04/30/20	ZHS	emails J. Langdon regarding cash collateral extension.	0.50	387.50

<b>Total Services:</b>	<b>1.80</b>	<b>\$1,312.00</b>
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<i>Zachary H. Smith</i>	0.50	hours at	775.00	=	\$387.50
<i>James R. Langdon</i>	1.20	hours at	735.00	=	\$882.00
<i>Gabriel L. Mathless</i>	0.10	hours at	425.00	=	\$42.50

<b>Total (100%) of Fees:</b>	<b>1,312.00</b>
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<b>90% of Total Fees:</b>	<b>1,180.80</b>
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<b>TOTAL AMOUNT DUE:</b>	<b><u>\$1,180.80</u></b>
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**File No. 037179.000028**  
**Re: Fee Proceedings**

04/13/20	JXW	Correspondence with Z. Smith, H. Crabtree and MERU regarding objection period for MERU March staffing report.	0.20	54.00
04/13/20	ZHS	email from B. Rosenthal and email to J. Wu regarding MERU February fee statement.	0.10	77.50
04/16/20	JXW	Correspondence with Z. Smith and H. Crabtree regarding preparation of MVA second fee statement.	0.20	54.00
04/16/20	ZHS	emails J. Wu regarding MVA second fee statement.	0.20	155.00
04/17/20	JXW	Review draft MVA invoice for March and prepare cover sheet for monthly fee statement per Interim Compensation Order.	4.00	1,080.00
04/20/20	JXW	Draft, review and revise MVA second monthly fee statement.	1.60	432.00
04/20/20	JXW	Circulate MVA secondly monthly fee statement to key constituencies.	0.10	27.00
04/20/20	HBC	Review notice and cover letter for MVA fee statement.	0.20	101.00
04/22/20	HBC	Revise draft MERU staffing to sort and correct narratives.	1.40	707.00
04/22/20	HBC	Finalize and file MERU staffing report.	0.20	101.00
<b>Total Services:</b>			<b>8.20</b>	<b>\$2,788.50</b>

Zachary H. Smith	0.30	hours at	775.00	=	\$232.50
Hillary B. Crabtree	1.80	hours at	505.00	=	\$909.00
Joanne Wu	6.10	hours at	270.00	=	\$1,647.00

**Total (100%) of Fees:** 2,788.50

**90% of Total Fees:** 2,509.65

**TOTAL AMOUNT DUE:** **\$2,509.65**

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**File No. 037179.000029**

**Re: Plan and Disclosure**

04/21/20	RED	Prepare, review and revise motion and proposed order to extend plan exclusivity period.	6.60	2,145.00
04/22/20	RED	Prepare, review and revise motion to extend plan exclusivity period.	4.20	1,365.00
04/24/20	JAM	Teleconference with H. Crabtree regarding plan terms.	0.50	227.50
04/24/20	JAM	Teleconference G. Mathless regarding plan term sheet.	0.20	91.00
04/24/20	JAM	Research and draft joint plan term sheet.	4.20	1,911.00
04/27/20	JAM	Teleconference with Z. Smith regarding plan (0.7); research and prepare term sheet (2.2).	2.90	1,319.50
04/28/20	JAM	Email correspondence with Z. Smith, claims agent and counsel to lender and Committee regarding plan process.	0.50	227.50
04/30/20	JAM	Review research on tax claims and revise term sheet.	1.90	864.50
<b>Total Services:</b>			<b>21.00</b>	<b>\$8,151.00</b>

<i>Reid E. Dyer</i>	10.80	hours at	325.00	=	\$3,510.00
<i>Julia A. May</i>	10.20	hours at	455.00	=	\$4,641.00

<b>Total (100%) of Fees:</b>	<b>8,151.00</b>
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<b>90% of Total Fees:</b>	<b>7,335.90</b>
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Computer Aided Research	171.00
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<b>Total Expenses:</b>	<b>171.00</b>
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<b>TOTAL AMOUNT DUE:</b>	<b>\$7,506.90</b>
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**File No. 037179.000030**

**Re: Claims Administration**

04/04/20	ZHS	review emails from A. Tsai and H. Crabtree regarding bar date notice.	0.20	155.00
04/13/20	ZHS	review sales tax information (.4); email H. Crabtree regarding same (.1).	0.50	387.50
04/15/20	GLM	Communications with B. Rosenthal, Stretto, and Z. Smith, regarding tax proof of claim.	0.20	85.00
04/21/20	GLM	Communications with tax claimant, Stretto regarding proof of claim.	0.20	85.00
04/23/20	JRL	Correspondence re: issues with Itria asserted claims.	0.30	220.50
04/29/20	GLM	Correspondence with creditor regarding proof of claim.	0.10	42.50
04/30/20	GLM	Correspondence with creditor regarding proof of claim.	0.10	42.50
<b>Total Services:</b>			<b>1.60</b>	<b>\$1,018.00</b>

Zachary H. Smith	0.70	hours at	775.00	=	\$542.50
James R. Langdon	0.30	hours at	735.00	=	\$220.50
Gabriel L. Mathless	0.60	hours at	425.00	=	\$255.00

<b>Total (100%) of Fees:</b>	<b>1,018.00</b>
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<b>90% of Total Fees:</b>	<b>916.20</b>
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<b>TOTAL AMOUNT DUE:</b>	<b><u>\$916.20</u></b>
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Client: Southern Deli  
File No: 037179

Invoice  
Date

**1048484**  
05/20/2020

<b>TOTAL (100%) OF FEES:</b>	<b>\$193,359.00</b>
<b>90% OF TOTAL FEES:</b>	<b>\$174,023.10</b>
<b>TOTAL (100%) OF EXPENSES:</b>	<b>\$247.30</b>
<b>TOTAL AMOUNT DUE:</b>	<b>\$174,270.40</b>

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SD-Charlotte, LLC et al  
c/o Brian Rosenthal, Chief Restructuring Officer  
MERU  
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Date  
Page

**1051058**  
06/18/2020  
1

File No. 037179.000025  
Re: Asset Transactions

Total Services:	\$39,506.00
Total Expenses:	\$7.10
Total This Matter:	<hr/> \$39,513.10

File No. 037179.000026  
Re: Case Administration and Business Operations

Total Services:	\$42,338.50
Total Expenses:	\$681.70
Total This Matter:	<hr/> \$43,020.20

File No. 037179.000027  
Re: Financing and Relief from Stay Proceedings

Total Services:	\$25,440.00
Total Expenses:	\$3.20
Total This Matter:	<hr/> \$25,443.20

File No. 037179.000028  
Re: Fee Proceedings

Total Services:	\$3,077.50
Total Expenses:	\$0.00
Total This Matter:	<hr/> \$3,077.50

File No. 037179.000029  
Re: Plan and Disclosure

Total Services:	\$27,830.50
Total Expenses:	\$81.20
Total This Matter:	<hr/> \$27,911.70

File No. 037179.000030  
Re: Claims Administration

Total Services:	\$15,822.50
Total Expenses:	\$0.00
Total This Matter:	<hr/> \$15,822.50

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Invoice **1051058**  
Date 06/18/2020  
Page 2

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**Total (100%) of Fees:** **\$154,015.00**

**90% of Total Fees:** **\$138,613.50**

**Total (100%) of Expenses:** **\$773.20**

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**TOTAL AMOUNT DUE:** **\$139,386.70**

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Page**1051058**  
06/18/2020  
3**File No. 037179.000025****Re: Asset Transactions**

05/01/20	RED	Review and finalize MOD bidding procedures, bid procedures motion, and proposed order (3.3); prepare additional notices for MOD sale process (3.9).	7.20	2,340.00
05/01/20	JRL	Review, revise and circulate bidding procedures documents.	1.50	1,102.50
05/01/20	HBC	Review RTHT bid motion and documents.	1.10	555.50
05/04/20	JXW	Compile and file MOD pizza sale motion and bidding procedures.	0.60	162.00
05/04/20	RED	Finalize MOD bidding procedures motion and related documents (2.2); telephone conference regarding MOD sale issues (.8).	3.00	975.00
05/04/20	JAM	Respond to emails regarding MOD sale.	0.60	273.00
05/04/20	JAM	Review draft NDA (0.3); emails and teleconferences regarding data room access (0.9).	1.20	546.00
05/04/20	JRL	Prepare for and attend call regarding bid procedures matters.	0.70	514.50
05/04/20	HBC	Assist with notice of motion on bid procedures.	0.40	202.00
05/04/20	HBC	Finalize and file bid motion.	1.10	555.50
05/04/20	ZHS	review and revise MOD bidding procedures motion.	1.50	1,162.50
05/04/20	ZHS	emails K. Kobbe regarding MOD process.	0.60	465.00
05/04/20	ZHS	review cure schedule.	0.70	542.50
05/05/20	GLM	Communications with S. Schmidt, D. Bagley, and Z. Smith regarding request for access to MOD data room.	0.10	42.50

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Invoice Date	<b>1051058</b>
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05/05/20	HBC	Review RTHT sale status update.	0.20	101.00
05/06/20	JRL	Correspondence regarding budget for sale of MOD assets and wind down.	0.50	367.50
05/07/20	JAM	Review MOD sale documents.	0.60	273.00
05/07/20	GLM	Correspondence regarding transcript from bidding procedures hearing.	0.10	42.50
05/08/20	GLM	Communications relating to Itria request for bidding procedures transcript.	0.20	85.00
05/08/20	HBC	Review RTHT sale update.	0.20	101.00
05/11/20	HBC	Review MOD sale process update and LOI.	0.30	151.50
05/11/20	HBC	Strategy development with respect to RTHT sale process.	0.30	151.50
05/12/20	RED	Telephone conference regarding MOD sale process (.5); revisions to and resolution of comments to MOD APA (4.4).	4.90	1,592.50
05/12/20	ZHS	t/c Peak, B. Rosenthal, A. Cohen, R. Dyer, and J. May, regarding MOD process and next steps related to same.	0.80	620.00
05/12/20	ZHS	emails R. Dyer regarding MOD APA.	0.50	387.50
05/12/20	JRL	Review APA and correspondence re: same.	1.40	1,029.00
05/12/20	HBC	Review and revise comments to asset purchase agreements.	2.80	1,414.00
05/13/20	RED	Review issue regarding MOD APA/avoidance actions.	1.00	325.00
05/13/20	RED	Resolve outstanding comments to MOD form APA.	2.20	715.00
05/13/20	HBC	Work on RTHT asset purchase agreement and diligence questions.	2.10	1,060.50
05/14/20	RED	Resolve comments to MOD APA.	1.00	325.00
05/14/20	ZHS	emails R. Dyer regarding MOD APA.	0.20	155.00
05/14/20	HBC	Assist with RTHT sale documents.	1.10	555.50
05/15/20	ZHS	email M. Elliott and B. Rosenthal regarding MOD APA.	0.10	77.50
05/15/20	JAM	Teleconference with Peak and Bridge regarding status of MOD sale (1.0); emails regarding MOD sale (0.9).	1.90	864.50

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05/15/20	HBC	Review and revise form asset purchase agreement.	1.50	757.50
05/18/20	ZHS	email from/to counsel for potential bidder regarding request for access to MOD data room.	0.10	77.50
05/18/20	ZHS	emails J. May and J. Langdon regarding MOD call.	0.20	155.00
05/18/20	GLM	Communications with J. May, Z. Smith, S. Schmidt regarding MOD sale dataroom access, franchise agreements.	0.20	85.00
05/18/20	HBC	Assist on MOD sale process.	0.80	404.00
05/18/20	JRL	Prepare for and attend call on MOD Pizza sale issues.	0.60	441.00
05/18/20	JAM	Teleconference S. Schmidt regarding MOD sale and open matters.	0.50	227.50
05/18/20	JAM	Teleconference regarding sale process and objectives.	1.10	500.50
05/19/20	ZHS	follow-up regarding MOD sale process.	0.60	465.00
05/20/20	ZHS	emails J. May and J. Langdon regarding potential bidder request for data room access.	0.30	232.50
05/20/20	JAM	Research regarding overpayment for rent and emails regarding same.	0.50	227.50
05/22/20	GLM	Communications relating to potential bidder NDA for MOD data room.	0.10	42.50
05/22/20	HBC	Review Mod due diligence questions.	0.20	101.00
05/26/20	RED	Telephone conference regarding MOD status.	0.70	227.50
05/26/20	RED	Prepare for hearing on MOD bid procedures.	3.60	1,170.00
05/26/20	JAM	Teeconference regarding status of sale process for MOD.	0.60	273.00
05/26/20	JAM	Email correspondence regarding status of MOD sale.	0.40	182.00
05/26/20	HBC	Review and finalize bid order.	0.40	202.00
05/26/20	HBC	Correspondence regarding MOD Sale status update.	1.00	505.00
05/26/20	ZHS	t/c Peak, B. Rosenthal, and R. Dyer regarding status of MOD sale process and bidders.	1.00	775.00

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05/26/20	ZHS	t/c J. Silvestro, Peak, and B. Rosenthal regarding MOD sale process status update.	0.60	465.00
05/27/20	HBC	Review, finalize and upload bid order.	0.60	303.00
05/27/20	HBC	Correspondence with Mr. Badger (.1), revise Bid Order and upload (.4).	0.50	252.50
05/27/20	HBC	Coordination of cure list and exhibits for Bid Order.	0.60	303.00
05/27/20	GLM	Correspondence regarding potential bidder NDA.	0.10	42.50
05/27/20	JRL	Correspondence re: MOD sale issues.	0.60	441.00
05/27/20	JAM	Emails and teleconferences regarding sale and bids.	1.10	500.50
05/27/20	ZHS	emails with Peak regarding potential bidders and MOD sale process.	0.80	620.00
05/27/20	ZHS	emails H. Crabtree regarding MOD bidding procedures.	0.60	465.00
05/27/20	ZHS	preparation for hearing on MOD bidding procedures (1.0); attend and participate in hearing on MOD bidding procedures (1.1); hearing follow-up emails with B. Rosenthal, Peak, and H. Crabtree (.6).	2.70	2,092.50
05/27/20	ZHS	revise MOD Bidding Procedures Order and email same to H. Crabtree.	1.00	775.00
05/28/20	RED	Review MOD offers (.3); telephone conference regarding same (.9).	1.20	390.00
05/28/20	HBC	Discussions regarding MOD offers.	1.00	505.00
05/28/20	GLM	Communications with Z. Smith, H. Crabtree regarding escrowed funds from Sonic sale.	0.30	127.50
05/28/20	ZHS	emails H. Crabtree regarding Bidding Procedures Order.	0.60	465.00
05/28/20	JAM	Teleconferences with Peak and team regarding current bids and sale.	1.20	546.00
05/29/20	RED	Review issues regarding MOD sale notices.	2.40	780.00
05/29/20	ZHS	t/c J. Silvestro, J. May, B. Rosenthal, and Peak Team, regarding MOD sale process and next steps related to same.	0.50	387.50
05/29/20	ZHS	emails B. Rosenthal and J. May regarding DMAC.	0.20	155.00

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05/29/20	HBC	Review and forward entered MOD Bid order (.3), coordinate service (.3).	0.60	303.00
05/29/20	HBC	Forward MOD Bid order to Peak (.1), obtain addresses of interested parties for service (.1).	0.20	101.00
05/29/20	JRL	Correspondence regarding MOD Pizza sale issues.	0.40	294.00
05/29/20	ZHS	emails J. Silvestro, Peak Team, J. May, and B. Rosenthal regarding MOD sale process.	0.70	542.50
05/29/20	ZHS	emails D. Bagley, M. Elliott, S. Velazquez, B. Rosenthal, and J. May regarding MOD sale process.	0.80	620.00
05/29/20	JAM	Teleconference with Peak regarding sale process (0.5); teleconferences with B. Rosenthal and prepetition lender regarding bids and next steps (1.1).	1.60	728.00
05/30/20	HBC	Review correspondence regarding noticing of Bid Procedures Order.	0.10	50.50
05/30/20	JRL	Correspondence regarding: MOD Pizza sale issues.	0.50	367.50

**Total Services:** **78.60** **\$39,506.00**

Zachary H. Smith	15.10	hours at	775.00	=	\$11,702.50
Hillary B. Crabtree	17.10	hours at	505.00	=	\$8,635.50
James R. Langdon	6.20	hours at	735.00	=	\$4,557.00
Reid E. Dyer	27.20	hours at	325.00	=	\$8,840.00
Gabriel L. Mathless	1.10	hours at	425.00	=	\$467.50
Julia A. May	11.30	hours at	455.00	=	\$5,141.50
Joanne Wu	0.60	hours at	270.00	=	\$162.00

**Total (100%) of Fees:** **39,506.00**

**90% of Total Fees:** **35,555.40**

Computer Aided Research **7.10**

**Total Expenses:** **7.10**

**TOTAL AMOUNT DUE:** **\$ 35,562.50**

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**File No. 037179.000026**

**Re: Case Administration and Business Operations**

05/01/20	JXW	Review and revise draft extension motion and incorporate J. May's comments.	1.00	270.00
05/01/20	JAM	Review and provide comments on draft extension motion.	0.50	227.50
05/01/20	HBC	Work on amendments to schedules and statement of affairs.	2.50	1,262.50
05/03/20	HBC	Review draft schedules and statement of financial affairs.	1.70	858.50
05/04/20	JXW	Revise and incorporate H. Crabtree's comments to motion to extend and notice of hearing drafts.	0.80	216.00
05/04/20	RED	Prepare, review and revise motion to extend exclusivity.	5.10	1,657.50
05/04/20	JAM	Review draft exclusivity motion and provide comments on same.	2.20	1,001.00
05/04/20	HBC	Work on amendments to schedules and statements of financial affairs.	4.20	2,121.00
05/04/20	HBC	Coordinate service of bid motion with Stretto and calendar (.6), case administration (.5).	1.10	555.50
05/04/20	ZHS	review and revise exclusivity motion draft (1.2); emails Pachulski and Bridge regarding confirmation of support for motion (.3).	1.50	1,162.50
05/04/20	ZHS	emails J. Wu and H. Crabtree regarding sales tax issues.	0.50	387.50
05/05/20	HBC	Review, finalize and file amended Schedules and SOFA.	0.80	404.00
05/05/20	HBC	Draft, review and revise notice of amendments.	0.80	404.00
05/05/20	MKT	Draft proposed order re omnibus motion to reject certain executory contracts and leases (.9); draft proposed order re omnibus motion to reject automobile leases (.9); draft proposed order re motion to reject Breen Lease (.9).	2.70	958.50
05/05/20	HBC	Review and provide comments on amendments to SOFA and Schedules.	3.40	1,717.00
05/05/20	HBC	Discussion with S. Miller on RTHT lease issue.	0.10	50.50
05/05/20	HBC	Review and provide comments on rejection orders.	0.50	252.50
05/05/20	HBC	Review, finalize and file motion to reject triple net lease.	0.30	151.50
05/05/20	HBC	Coordinate service and case administration with Stretto.	0.40	202.00

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05/06/20	MKT	Review and revise motion to extend exclusivity period (1.5); review and revise 365(d)(4) extension motion (1.3).	2.80	994.00
05/06/20	ZHS	emails J. Silvestro regarding exclusivity.	0.10	77.50
05/06/20	GLM	Correspondence relating to debtor insurance policies, payments in respect of same, challenge period, budget.	0.30	127.50
05/06/20	HBC	Revise exclusivity motion.	1.10	555.50
05/06/20	HBC	Revise lease extension motion.	0.90	454.50
05/06/20	HBC	Research regarding 365(d) issues.	0.50	252.50
05/06/20	HBC	Correspondence on vehicle turnover evidence for secured lender.	0.20	101.00
05/06/20	HBC	Review and forward rejection orders to MERU, committee and Bridge.	1.10	555.50
05/07/20	JXW	Review extension motion and update docket numbers to pleadings referenced therein.	0.20	54.00
05/07/20	MKT	Review and revise motion to extend exclusivity period.	0.50	177.50
05/07/20	GLM	Correspondence regarding insurance payment.	0.10	42.50
05/07/20	HBC	Review TFG lease and discuss same.	0.50	252.50
05/07/20	HBC	Call with counsel for auto lessor, discussion of odometer reports and information on turnover of vehicles.	0.50	252.50
05/07/20	HBC	Assist with stipulation service on Committee stipulation.	0.20	101.00
05/07/20	HBC	Coordinate notices of exclusivity motion.	0.30	151.50
05/07/20	HBC	Revise exclusivity motion (.4), incorporate comments from Committee and Bridge (.3).	0.70	353.50
05/07/20	HBC	Revise exclusivity motion (.4), incorporate comments from Committee and Bridge (.4).	0.80	404.00
05/07/20	HBC	Respond to Ms. Lednik on turnover of vehicles.	0.40	202.00
05/07/20	HBC	Review correspondence on cure payment from F. Knowlton.	0.10	50.50
05/07/20	HBC	Coordinate with J. Samon and MERU on AMEX	0.20	101.00

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reimbursement.					
05/07/20	HBC	Coordinate with Stretto on service and case matters.	0.70	353.50	
05/08/20	GLM	Correspondence regarding challenge period extension.	0.10	42.50	
05/08/20	HBC	Review, finalize and upload rejection of SD-Charlotte and SD-Missouri rejection order.	0.30	151.50	
05/08/20	HBC	Review, finalize and upload auto rejection order.	0.30	151.50	
05/08/20	HBC	Review, finalize and upload lease rejection order.	0.30	151.50	
05/08/20	HBC	Review, finalize and upload exclusivity motion.	0.50	252.50	
05/08/20	HBC	Review, finalize and upload time to reject assume lease extension motion.	0.50	252.50	
05/08/20	HBC	Strategize on preference analysis for liquidation budget.	0.50	252.50	
05/08/20	HBC	Coordinate service of orders and motions with Stretto (.5), update case calendar (.5) and case administration (.1).	1.10	555.50	
05/08/20	HBC	Coordinate with clerk's office on additional parties on schedule.	0.30	151.50	
05/08/20	ZHS	review final version of exclusivity motion.	0.60	465.00	
05/08/20	ZHS	review challenge period extension stipulation.	0.50	387.50	
05/09/20	HBC	Revise and upload orders.	0.40	202.00	
05/11/20	JXW	Assist M. Taylor in drafting, reviewing and revising notice of amended budget.	0.90	243.00	
05/11/20	JXW	Revise and update case calendar and dates memo.	1.60	432.00	
05/11/20	JXW	Circulate draft notice of amended budget to Committee and Bridge.	0.20	54.00	
05/11/20	JXW	Compile and review notice of amended budget, and file.	0.60	162.00	
05/11/20	ZHS	emails J. May and J. Wu regarding cash collateral budget and related notice.	0.70	542.50	
05/11/20	HBC	Coordinate service of orders with Stretto and calendar dates.	0.60	303.00	
05/11/20	HBC	Negotiate form of rejection order for triple net lease.	0.30	151.50	

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05/11/20	HBC	Discussion of lease and cure payment with F. Knowlton.	0.30	151.50
05/12/20	ZHS	review long-term cash collateral budget (.4); emails B. Rosenthal, J. Langdon, and J. May regarding long-term budget and process for finalizing and submitting for approval (1.5).	1.90	1,472.50
05/12/20	ZHS	email B. Rosenthal regarding inquiry from Y. Goldman.	0.10	77.50
05/12/20	MP	Analyze notices to identify upcoming events and deadlines, and schedule same.	0.50	100.00
05/12/20	MP	Interoffice regarding upcoming events and deadlines.	0.30	60.00
05/12/20	GLM	Communications with J. May regarding case background, cash collateral filings and related analysis.	1.00	425.00
05/12/20	GLM	Analysis of cash collateral issue (.6), draft summary analysis (.2).	0.80	340.00
05/12/20	HBC	Correspondence on termination of Colorado offices and month to month lease.	0.30	151.50
05/12/20	HBC	Assist with deadlines, court hearings and case administration.	1.30	656.50
05/13/20	JXW	Correspondence with J. May regarding cash collateral stipulation.	0.10	27.00
05/13/20	HBC	Assist with calendar planning and case administration.	1.30	656.50
05/14/20	ZHS	emails J. May regarding carve-out language.	0.20	155.00
05/14/20	ZHS	emails J. May, J. Langdon, and B. Rosenthal regarding cash collateral issues.	0.60	465.00
05/15/20	ZHS	emails H. Crabtree and J. May regarding Performance Foods.	0.40	310.00
05/17/20	ZHS	email from/to S. Cho regarding cash collateral budget.	0.10	77.50
05/18/20	ZHS	emails J. May and J. Langdon regarding cash collateral.	0.50	387.50
05/18/20	HBC	Confirm and work on case deadlines.	0.50	252.50
05/19/20	MKT	Draft, review and revise proposed order for Greenwood and Pueblo lease rejections.	1.70	603.50

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05/19/20	HBC	Review rejection order.	0.20	101.00
05/20/20	HBC	Correspondence on Sonic reimbursement issues.	0.20	101.00
05/20/20	HBC	Forward rejection order to landlord counsel.	0.20	101.00
05/21/20	HBC	Review announcement (.1), send names of appearance to Court (.1), prepare amended notice of hearing (.5), upload and coordinate service (.3).	1.00	505.00
05/21/20	HBC	Revise and review triple net lease order.	0.70	353.50
05/22/20	HBC	Assist with Beasley reimbursement.	0.20	101.00
05/22/20	HBC	Coordinate review of triple net lease rejection order.	0.20	101.00
05/22/20	HBC	Coordinate case deadlines and other events in memo.	1.10	555.50
05/26/20	HBC	Finalize and upload triple net lease order.	0.40	202.00
05/26/20	HBC	Correspondence with Bankruptcy Administrator.	0.10	50.50
05/26/20	HBC	Review and revise exclusivity order.	0.20	101.00
05/26/20	HBC	Prepare for hearing (.6), draft hearing notes (1.2).	1.80	909.00
05/26/20	HBC	Review SD-Charlotte monthly report.	0.50	252.50
05/26/20	HBC	Review SD-Missouri monthly report.	0.70	353.50
05/26/20	HBC	Review SD Restaurant Group monthly report.	0.40	202.00
05/26/20	HBC	Review RTHT monthly report.	0.50	252.50
05/26/20	HBC	Review Southern Deli monthly report.	0.30	151.50
05/26/20	ZHS	preparation for hearing on MOD bidding procedures.	2.20	1,705.00
05/26/20	ZHS	review revised cash collateral budget and consider cash collateral matters in relation to 5/27 hearing.	1.00	775.00
05/26/20	ZHS	emails H. Crabtree regarding BA inquiries concerning sale proceeds escrows.	0.50	387.50
05/27/20	HBC	Attend hearing on extension, exclusivity and bid procedures.	1.50	757.50
05/27/20	HBC	Prepare for hearing.	0.80	404.00

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05/27/20	HBC	Finalize and upload exclusivity order.	0.40	202.00
05/27/20	HBC	Review, finalize and upload lease extension order.	0.40	202.00
05/27/20	HBC	Review, finalize and upload triple net lease rejection order.	0.30	151.50
05/27/20	ZHS	emails H. Crabtree regarding administrative creditor motions.	0.60	465.00
05/28/20	HBC	Discussion with Bankruptcy Administrator on quarterly fees and sales.	0.50	252.50
05/28/20	HBC	Review documentation and contact S. Cortez on Gastios landlord issue.	0.30	151.50
05/28/20	HBC	Coordinate service and deadline issues with Stretto.	0.50	252.50
05/28/20	ZHS	emails H. Crabtree regarding BA correspondence concerning sale proceeds escrows.	0.60	465.00
05/28/20	ZHS	review draft monthly report narrative (.5); emails H. Crabtree regarding comments to monthly report narrative (.1).	0.60	465.00
05/29/20	JXW	Team correspondence regarding budget, MOD, disclosure statement and plan, and tax claims.	0.20	54.00
05/29/20	ZHS	review emails regarding service of order.	0.20	155.00
05/29/20	HBC	Draft, review and revise narrative for monthly reports.	0.50	252.50
05/29/20	HBC	Discussion with Bankruptcy Administrator on quarterly fees and sales.	0.20	101.00
<b>Total Services:</b>			<b>84.50</b>	<b>\$42,338.50</b>

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Zachary H. Smith	13.40	hours at	775.00	=	\$10,385.00
Hillary B. Crabtree	46.90	hours at	505.00	=	\$23,684.50
Reid E. Dyer	5.10	hours at	325.00	=	\$1,657.50
Gabriel L. Mathless	2.30	hours at	425.00	=	\$977.50
Julia A. May	2.70	hours at	455.00	=	\$1,228.50
Matthew K. Taylor	7.70	hours at	355.00	=	\$2,733.50
Joanne Wu	5.60	hours at	270.00	=	\$1,512.00
Muriel Powell	0.80	hours at	200.00	=	\$160.00

**Total (100%) of Fees:** **42,338.50**

**90% of Total Fees:** **38,104.65**

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Computer Aided Research	619.70
Filing fees	62.00
<b>Total Expenses:</b>	<b>681.70</b>

<b>TOTAL AMOUNT DUE:</b>	<b><u>\$38,786.35</u></b>
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**File No. 037179.000027****Re: Financing and Relief from Stay Proceedings**

05/04/20	JAM	Review final DIP order (.5), draft, review and revise proposed cash collateral documents (2.3).	2.80	1,274.00
05/05/20	JAM	Emails regarding budget (0.4); draft, revise and review documents for final cash collateral (1.9).	2.30	1,046.50
05/06/20	JRL	Review challenge deadline documents.	0.30	220.50
05/06/20	HBC	Correspondence on wind-down budget.	0.20	101.00
05/07/20	JRL	Budget call with Mr. Rosenthal.	0.50	367.50
05/07/20	JRL	Review revised budget and DIP Order.	0.60	441.00
05/08/20	JRL	Correspondence with Mr. Rosenthal, Ms. Silvestro and Mr. Smith re: budget issues.	0.70	514.50
05/08/20	JRL	Review budget.	0.50	367.50
05/08/20	JRL	Correspondence re: stipulation for budget extension.	0.40	294.00
05/08/20	HBC	Review variance report.	0.10	50.50
05/08/20	ZHS	follow-up correspondence regarding cash collateral status and approval process.	0.80	620.00
05/09/20	HBC	Correspondence on DIP variance budget.	0.20	101.00
05/10/20	JRL	Correspondence re: Budget Stipulation.	0.40	294.00
05/10/20	HBC	Review DIP Order, process for filing amended budget.	0.60	303.00
05/11/20	JAM	Review final DIP order for post-DIP cash collateral provisions (0.9); research regarding post-DIP use of cash collateral (2.2); emails and teleconferences regarding continued use of cash collateral (1.1); draft, review, and revise proposed stipulation (1.8).	6.00	2,730.00
05/11/20	JRL	Review and comment provide comments on Budget stipulation.	0.50	367.50
05/11/20	HBC	Review DIP budget notice.	0.20	101.00
05/12/20	JAM	Email and teleconferences regarding budget and cash collateral (1.2); draft, review and revise additional documentation for continued use of cash collateral (5.8).	7.00	3,185.00
05/12/20	JRL	Correspondence regarding budget issues.	0.50	367.50

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05/12/20	HBC	Strategize on cash collateral budget extension process.	0.40	202.00
05/13/20	ZHS	emails J. May and J. Langdon regarding cash collateral issues.	1.20	930.00
05/13/20	JRL	Call regarding budget and next steps.	0.50	367.50
05/13/20	JAM	Teleconferences with Committee, prepetition lender and MERU regarding budget (2.8); emails regarding budget and wind-down costs (1.0); review draft budget and claims register information (1.1).	4.90	2,229.50
05/14/20	GLM	Analysis relating to carve-out language in DIP order.	0.40	170.00
05/14/20	JRL	Correspondence regarding Cash Collateral budget and uses issues.	0.70	514.50
05/14/20	JAM	Research regarding cash collateral use going forward and other open issues from DIP Order (3.2); emails regarding same (1.0).	4.20	1,911.00
05/15/20	ZHS	emails J. May and J. Langdon regarding carve-out language.	0.30	232.50
05/18/20	JAM	Emails regarding cash collateral extension and wind-down budget (0.4); teleconferences regarding same (0.6).	1.00	455.00
05/21/20	JRL	Correspondence re: cash collateral issues.	0.70	514.50
05/21/20	JAM	Teleconferences to discuss budget and term sheet (1.8); emails regarding same (0.9).	2.70	1,228.50
05/22/20	JAM	Review and finalize budget, and filing for same.	3.70	1,683.50
05/22/20	JAM	Emails regarding budget.	0.70	318.50
05/22/20	HBC	Review budget and notice.	0.20	101.00
05/22/20	ZHS	follow-up regarding various matters in relation to MOD sale process and cash collateral.	0.80	620.00
05/26/20	ZHS	emails Pachulski regarding cash collateral issues.	0.60	465.00
05/27/20	JRL	Correspondence re: cash collateral issues.	0.60	441.00
05/27/20	ZHS	emails S. Cho regarding cash collateral budget.	0.40	310.00

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<b>Total Services:</b>	<b>48.60</b>	<b>\$25,440.00</b>
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Zachary H. Smith	4.10	hours at	775.00	=	\$3,177.50
Hillary B. Crabtree	1.90	hours at	505.00	=	\$959.50
James R. Langdon	6.90	hours at	735.00	=	\$5,071.50
Gabriel L. Mathless	0.40	hours at	425.00	=	\$170.00
Julia A. May	35.30	hours at	455.00	=	\$16,061.50

<i>Total (100%) of Fees:</i>	<i>25,440.00</i>
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<i>90% of Total Fees:</i>	<i>22,896.00</i>
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Computer Aided Research	3.20
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<b>Total Expenses:</b>	<b>3.20</b>
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<b>TOTAL AMOUNT DUE:</b>	<b><u>\$22,899.20</u></b>
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**File No. 037179.000028**  
**Re: Fee Proceedings**

05/05/20	JXW	Confirm Pachulski fee statements and dates in which they were filed.	0.70	189.00
05/15/20	HBC	Discussion with MERU on Stretto fee payment.	0.20	101.00
05/15/20	HBC	Coordinate preparation of fee statement.	0.10	50.50
05/17/20	ZHS	emails J. Wu regarding review of MVA third fee statement.	0.10	77.50
05/18/20	JXW	Review and provide comments to April MVA invoice.	3.40	918.00
05/18/20	HBC	Review and coordinate filing of MERU staffing report.	0.60	303.00
05/19/20	JXW	Review revised invoice to prepare for submission of third monthly fee statement (.8); prepare fee notice (.1).	0.90	243.00
05/20/20	JXW	Review invoice for April, prepare fee application notice and compile with April invoice (.8), circulate to notice parties (.2).	1.00	270.00
05/20/20	MKT	Correspond with MVA team re fee applications.	0.10	35.50
05/20/20	JXW	Correspondence with H. Crabtree and M. Taylor regarding first interim fee application.	0.30	81.00
05/20/20	JXW	Correspondence with J. Ridings regarding exhibits for first interim fee application.	0.50	135.00
05/20/20	ZHS	t/c H. Crabtree regarding fee application preparation.	0.10	77.50
05/20/20	HBC	Review fee statement and comment provide comments on same.	0.40	202.00
05/20/20	HBC	Discuss quarterly fee application, form and coordination of same.	0.50	252.50
05/27/20	MKT	Draft, review and revise fee application.	0.40	142.00

**Total Services:** **9.30** **\$3,077.50**

Zachary H. Smith	0.20	hours at	775.00	=	\$155.00
Hillary B. Crabtree	1.80	hours at	505.00	=	\$909.00
Matthew K. Taylor	0.50	hours at	355.00	=	\$177.50
Joanne Wu	6.80	hours at	270.00	=	\$1,836.00

**Total (100%) of Fees:** **3,077.50**

**90% of Total Fees:** **2,769.75**

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**TOTAL AMOUNT DUE:**

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**\$2,769.75**

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**File No. 037179.000029**

**Re: Plan and Disclosure**

05/06/20	JAM	Draft plan term sheet (2.9); research regarding classification issues(2.5); review research regarding priority claims (0.8); emails regarding term sheet and plan (0.6).	6.80	3,094.00
05/07/20	JAM	Draft, review and revise plan term sheet.	3.90	1,774.50
05/07/20	JAM	Teleconference with J. Langdon regarding plan term sheet.	0.30	136.50
05/07/20	JAM	Review and revise motion to extend exclusive periods (1.2); emails regarding same (0.8).	2.00	910.00
05/07/20	HBC	Review draft plan and term sheet.	0.40	202.00
05/08/20	MKT	Draft notice re motion to extend exclusivity period (.3); conference with J. May re disclosure statement (.7); draft disclosure statement (3.0).	4.00	1,420.00
05/08/20	JAM	Teleconference with M. Taylor regarding disclosure statement (1.0); research regarding liquidating plans and disclosure statements (2.9).	3.90	1,774.50
05/08/20	HBC	Review and comment on preference analysis.	0.20	101.00
05/08/20	HBC	Review plan term sheet.	0.40	202.00
05/08/20	ZHS	attention to preference analysis.	0.80	620.00
05/11/20	MKT	Draft, review and revise disclosure statement.	2.70	958.50
05/18/20	MKT	Draft, review and revise disclosure statement.	1.00	355.00
05/18/20	JAM	Review and provide comments on settlement term sheet (1.0); emails regarding same with committee and lender (0.5).	1.50	682.50
05/19/20	ZHS	Review Plan Term Sheet.	1.20	930.00
05/19/20	ZHS	review claims analysis in relation to Plan Term Sheet.	1.50	1,162.50
05/20/20	ZHS	emails J. May regarding Liquidating Trust.	0.30	232.50
05/20/20	JAM	Teleconferences with B. Rosenthal and internal regarding budget and other open matters for wind-down budget (2.9); emails regarding same with internal team, committee counsel and lender counsel (1.0).	3.90	1,774.50
05/21/20	ZHS	emails J. Langdon and J. May regarding call with Bridge with respect to cash collateral and plan.	0.10	77.50

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Date	Attorney	Description	Time	Amount
05/22/20	JAM	Review proposed term sheet.	0.60	273.00
05/22/20	JAM	Emails regarding term sheet and plan.	0.70	318.50
05/22/20	ZHS	review and consider issues in relation to Plan Term Sheet.	1.10	852.50
05/23/20	HBC	Communications regarding Plan strategy.	0.20	101.00
05/24/20	JAM	Review and provide comments on Bridge and Committee term sheet.	2.50	1,137.50
05/24/20	HBC	Review plan term sheet.	0.30	151.50
05/25/20	JAM	Emails regarding term sheet, disclosure statement, plan and wind-down budget.	0.80	364.00
05/26/20	MKT	Research regarding confirmed Western District of North Carolina Plans.	1.60	568.00
05/26/20	JAM	Teleconferences and emails regarding committee term sheet and budget.	1.10	500.50
05/26/20	ZHS	review plan Term Sheet.	0.80	620.00
05/27/20	MKT	Review and revise disclosure statement.	0.30	106.50
05/27/20	JAM	Emails and teleconference regarding term sheet for settlement.	0.90	409.50
05/27/20	ZHS	emails and discussions J. May regarding plan and disclosure statement timing and structure (.8); analyze plan and disclosure statement issues (.8).	1.60	1,240.00
05/28/20	JAM	Research regarding objection to claims (2.9); teleconferences regarding pre-confirmation claim objections (1.3).	4.20	1,911.00
05/29/20	ZHS	t/c J. May regarding plan and disclosure statement content and next steps.	0.20	155.00
05/29/20	ZHS	review and coordinate responsibility for pending action items related to plan and sale processes.	0.80	620.00
05/29/20	ZHS	analyze plan and disclosure statement issues and procedure.	0.70	542.50
05/29/20	JAM	Review disclosure statement (0.5); draft plan (2.0); review term sheet for settlement (0.4).	2.90	1,319.50

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05/30/20	ZHS	emails J. May regarding discussion with S. Cho with respect to Term Sheet and status and next steps related to same.	0.30	232.50
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<b>Total Services:</b>	<b>56.50</b>	<b>\$27,830.50</b>
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<i>Zachary H. Smith</i>	9.40	hours at	775.00	=	\$7,285.00
<i>Hillary B. Crabtree</i>	1.50	hours at	505.00	=	\$757.50
<i>Julia A. May</i>	36.00	hours at	455.00	=	\$16,380.00
<i>Matthew K. Taylor</i>	9.60	hours at	355.00	=	\$3,408.00

<i>Total (100%) of Fees:</i>	<b>27,830.50</b>
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<i>90% of Total Fees:</i>	<b>25,047.45</b>
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Computer Aided Research	81.20
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<b>Total Expenses:</b>	<b>81.20</b>
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<b>TOTAL AMOUNT DUE:</b>	<b>\$25,128.65</b>
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**File No. 037179.000030**

**Re: Claims Administration**

05/01/20	HBC	US Foods claims analysis.	0.50	252.50
05/04/20	HBC	Work on preference analysis for food vendors.	1.60	808.00
05/05/20	HBC	Review preference analysis excel.	0.20	101.00
05/07/20	HBC	Call with counsel on employee lawsuit, prepetition claim.	0.40	202.00
05/07/20	HBC	Review claims register on PACA and 503(b)(9) claims.	0.60	303.00
05/08/20	HBC	Review RTHT construction liens.	0.30	151.50
05/11/20	HBC	Research construction lien law.	0.90	454.50
05/12/20	SMT	Call with H. Crabtree regarding mechanic's lien issues.	0.20	112.00
05/12/20	HBC	Call with S. Tyler on construction lien law.	0.20	101.00
05/12/20	HBC	Research construction law in North Carolina.	0.90	454.50
05/12/20	HBC	Review filed lien for accuracy.	0.30	151.50
05/13/20	HBC	Call to discuss potential avoidance actions.	0.60	303.00
05/13/20	HBC	Interoffice call on avoidance claims status.	0.20	101.00
05/15/20	HBC	Analyze Performance administrative and PACA claims.	0.30	151.50
05/19/20	HBC	Review Reinhart motion for administrative claims and summarize same.	0.50	252.50
05/19/20	HBC	Assist with claims review.	1.10	555.50
05/20/20	JAM	Emails and teleconference regarding settlement with creditor.	0.60	273.00
05/21/20	HBC	Assist numerous creditors with questions on proof of claim deadline.	2.10	1,060.50
05/22/20	HBC	Assist numerous creditors with questions on proof of claim deadline.	1.60	808.00
05/27/20	HBC	Call with A. Cohen (.2), review Reinhart documentation (.2), call with Reinhart counsel (.1).	0.50	252.50
05/27/20	HBC	Review and analyze PACA claims.	0.20	101.00
05/27/20	HBC	Review and revise US Foods claim analysis.	0.40	202.00

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05/27/20	HBC	Review and analyze claims register.	1.40	707.00
05/27/20	GLM	Communications with J. May regarding objecting to MCA claims.	0.60	255.00
05/27/20	GLM	Research and analysis of case law challenging MCA claims.	1.10	467.50
05/27/20	ZHS	analyze strategy with respect to potential claims objections and MCA's.	1.00	775.00
05/27/20	ZHS	emails J. May regarding PACA issues.	0.50	387.50
05/28/20	HBC	Correspondence on Itria claims.	0.50	252.50
05/28/20	GLM	Communications with J. May, Z. Smith regarding challenging MCA claims.	1.00	425.00
05/28/20	GLM	Analysis regarding MCA claims.	3.00	1,275.00
05/28/20	ZHS	emails J. May regarding MCA claims.	0.60	465.00
05/28/20	ZHS	emails J. May and B. Rosenthal regarding MCA claims.	0.60	465.00
05/28/20	JAM	Teleconference with S. Schmidt regarding Itria claims.	0.80	364.00
05/29/20	HBC	Coordinate with counsel for Reinhart on administrative and postpetition claims.	0.60	303.00
05/29/20	HBC	Review motion regarding certain disputed claims.	0.40	202.00
05/29/20	HBC	Review 1810 Wynnton motion and report on same.	0.20	101.00
05/29/20	HBC	Forward detail to US Foods on 503(b)(9) analysis.	0.20	101.00
05/29/20	GLM	Analysis regarding MCA claims.	5.00	2,125.00

**Total Services:** **31.70** **\$15,822.50**

Zachary H. Smith	2.70	hours at	775.00	=	\$2,092.50
Hillary B. Crabtree	16.70	hours at	505.00	=	\$8,433.50
Scott M. Tyler	0.20	hours at	560.00	=	\$112.00
Gabriel L. Mathless	10.70	hours at	425.00	=	\$4,547.50
Julia A. May	1.40	hours at	455.00	=	\$637.00

**Total (100%) of Fees:** **15,822.50**

**90% of Total Fees:** **14,240.25**

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**TOTAL AMOUNT DUE:**

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**\$14,240.25**

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